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LECLAIR RYAN
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TALLAHASSEE, FLORIDA 32304

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(804) 343-4083

June 26, 1996

VIA FEDERAL EXPRESS

Florida Dept. of State
Division of Corporations
Attention: Limited Partnership Division
409 E. Gaines Street
Tallahassee, FL 32399

750 2515
1109 7-1001
****47.50 ****47.50

Re: Crimson Multifamily No. 1 Limited Partnership
A Virginia limited partnership

Gentlemen:

Enclosed is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida on behalf of Crimson Multifamily No. 1 Limited Partnership, together with an Affidavit of Capital Contributions, and a check in the amount of \$87.50 payable to Dept. of State, Florida, for the filing fees.

PLEASE PROCESS THIS APPLICATION IMMEDIATELY AND CALL ME AT (804) 343-4083 TO ADVISE OF THE REGISTRATION NUMBER ASSIGNED TO THIS LIMITED PARTNERSHIP. AS AN APPLICATION FOR A FICTITIOUS NAME HAS ALSO BEEN FILED IN FLORIDA ON BEHALF OF THIS PARTNERSHIP, WHICH APPLICATION IS ON HOLD UNTIL A REGISTRATION NUMBER IS ASSIGNED.

B96-288

Name Availability	AC 7/23
Document Examiner	AR
Updater	AR
Updater Verifier	AR
Acknowledgement	AR
W.P. Verifier	AR

Sincerely,

LECLAIR RYAN, P.C.

Judith P. Moss
Judith P. Moss
Legal Assistant

Enclosures

cc: Ms. Mary Klotz/Crimson Partnership

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1 CRIMSON MULTIFAMILY NO. 1 LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state)

2 Emerald Bay at Winter Park, Ltd.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida, must contain the word "LIMITED" or "LTD.")

3 Virginia 4. Feb. 27, 1996
(State of Formation) (Date of Formation)

5 CT Corporation System
(Name of Registered Agent for Service of Process)

6 1200 South Pine Island Road,
(Street Address of Registered Office)
Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

(see attached acceptance letter)

(Agent must sign on this line)
Steven D. Delaney, Esquire, Registered Agent
8 LeClair Ryan, P.C., 707 East Main Street, Richmond, VA 23219
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

Crimson Regency No. 1 Limited Partnership

455 Spring Park Place, Suite 100
Herndon, VA 22070

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10. 455 Spring Park Place, Suite 100, Herndon, VA 22070
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11 The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn

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c/o 455 Spring Park Place, Suite 100, Herndon, VA 22070

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(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 21st of June, 1996

CRIMSON REGENCY NO. 1 LIMITED PARTNERSHIP, General Partner

By: Apartment 1904, Inc., Its General Partner

By: [Signature] General Partner

STATE OF VA

Title: Lewis D. Friedland, Vice Pres.

COUNTY OF Norfolk

On this 21st day of June, 1996, Lewis D. Friedland

personally appeared before me, who is personally known to me

whose identity I proved on the basis of _____

as Vice Pres. of Apartment 1904, Inc., which is General Partner of Crimson Regency No. 1 Limited Partnership, which is General Partner of Crimson Multifamily No. 1 Limited Partnership.

[Signature]
(Notary Public Signature)

JUDITH P. MOSS
(Notary's Printed Name)

Seal

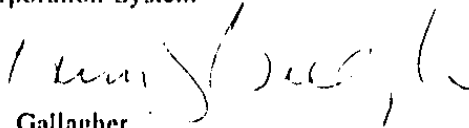
My Commission Expires: 5/31/99

REGISTERED AGENT ACCEPTANCE

Crimson Multifamily No. 1 Limited Partnership

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application I hereby accept the appointment as registered agent and agree to act in this capacity I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

C T Corporation System



Kevin J Gallagher
Assistant Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Lewis D. Friedland as Vice Pres. of Apartment 1904, Inc., a general partner of Crimson Regency No. 1 L.P., which is a general partner of Crimson Multifamily No. 1, a (an) Virginia limited partnership, Limited Partnership hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,000,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 21st day of June, 19 96.

CRIMSON MULTIFAMILY NO. 1 LIMITED PARTNERSHIP

By: Crimson Regency No. 1 Limited Partnership

General Partner

By: Apartment 1904, Inc., Its General Partner

By: *L. D. Friedland*

Title: Lewis D. Friedland, Vice Pres.

STATE OF VA

COUNTY OF Henrico

On this 21st day of June, 19 96, Lewis D. Friedland

personally appeared before me, who is personally known to me
 whose identity I proved on the basis of _____

as Vice Pres. of Apartment 1904, Inc., which is General Partner of Crimson Regency No. 1 Limited Partnership, which is General Partner of Crimson Multifamily No. 1 Limited Partnership.

Judith P. Moss
(Notary Public Signature)

JUDITH P. MOSS
(Notary's Printed Name)

Seal

My Commission Expires: 5/31/99