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PROFESSIONAL
LEGAL & BUSINESS SERVICES

B96000000332

ACCOUNT NO.

REFERENCE : 061817 4348748

AUTHORIZATION :

COST LIMIT : \$ 1802.50

Patricia Pyjot

ORDER DATE : August 22, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 061817

900001980729

CUSTOMER NO: 4348748

CUSTOMER: Ms. Lee Ann Shamblin
Trammell Crow Residential
717 N. Harwood
Ste. 1200 / Lb 128
Dallas, TX 75201

FILED
1750.00
R. AGENT FEE
S. COPY 52.50
TOTAL 1802.50
F. BANK
BALANCE DUE
REFUND

FOREIGN FILINGS

NAME: VININGS CLUB AT METROWEST,

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 1:32

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
X (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

BK
8/23/96
RECEIVED
96 AUG 23 AM 10:37
DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

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

1. Vinings Club at MetroWest Limited Partnership
(Name of limited partnership as it is in the home state;)

2. Vinings Club at MetroWest Limited Partnership
(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. Texas
(State of Formation)

4. August 20, 1996
(Date of Formation)

5. Douglas A. Hocksema
(Name of Registered Agent for Service of Process)

6. 541 S. Orlando Avenue, Suite 210
(Street Address of Registered Office)

Maitland, Florida 32751
(City) (Zip Code)

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

Doug Hocksema
(Agent must sign on this line)

8. 717 N. Harwood, Suite 1200, LB 128, Dallas, TX 75201
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

TCR MetroWest Limited Partnership

717 N. Harwood, Suite 1200
LB 128
Dallas, TX 75201

B96000006320

10. 717 N. Harwood, Suite 1200, LB 128, Dallas, TX 75201
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. 717 N. Harwood, Suite 1200, LB 128, Dallas, TX 75201
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 23 PM 1:32

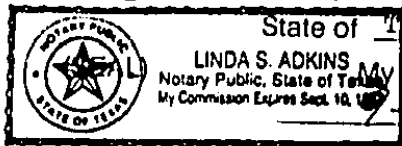
This 22nd day of August, 19 96
TCR MetroWest Limited Partnership, By: Lee Ann Shamblin
Lee Ann Shamblin
General Partner
Lee Ann Shamblin, Assistant Secretary

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of August, 19 96, by Lee Ann Shamblin, Asst. Sec. (Name of General Partner) of TCR Metro, Inc., the sole general partner of TCR MetroWest Limited Partnership, the sole general partner of Vining's Club at MetroWest Limited Partnership (Name of Limited Partnership), A Texas (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Linda S. Adkins
Notary Public



State of Texas at Large

Commission Expires: 9-10-97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 AUG 23 PM 1:32

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

* Assistant Secretary of TCR Metro, Inc., general partner of TCR MetroWest Limited Partnership

BEFORE ME, the undersigned, personally appeared Lee Ann Shamblin*, a general partner of Vinings Club at MetroWest Limited Partnership, a Texas (an) limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$5,260,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$5,260,000.00.

This 22nd day of August, 1996

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

General Partner

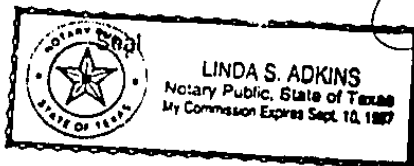
Lee Ann Shamblin

Lee Ann Shamblin, Assistant Secretary of TCR Metro, Inc., a Texas corporation, the sole general partner of TCR MetroWest Limited Partnership, the sole general partner of **VININGS CLUB AT METROWEST LIMITED PARTNERSHIP**, a Texas limited partnership

STATE OF TEXAS
COUNTY OF DALLAS
DATE August 22, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Lee Ann Shamblin, Asst. Secretary General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership. *of TCR Metro, Inc., general partner of TCR MetroWest Limited Partnership

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of August, 1996



State of Texas at Large
My Commission Expires: 9-10-97

FILED IN STATES
SECRETARY OF CORPORATIONS
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