

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

B96000000363



ACCOUNT NO. : 072100000032

REFERENCE : 089427 4348748

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 87.50

ORDER DATE : September 17, 1996

ORDER TIME : 10:38 AM

ORDER NO. : 089427

CUSTOMER NO: 4348748

CUSTOMER: Ms. Phyllis Cephas
Trammell Crow Residential
717 N. Harwood
Ste. 1200 / Lb 128
Dallas, TX 75201

FOREIGN FILINGS

NAME: TCR WELLINGTON LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 4: 19

000001957290
-09/26/96--01005--026
*****52.50 *****52.50

J. TAX
FILING 52.50
R. AGENT FEE 25.47
S. COPY
TOTAL 87.50
N. BANK
BALANCE DUE
REFUND

000001957290
-09/26/96--01005--027
*****35.00 *****35.00

9/19/96
RECEIVED
96 SEP 19 PM 3: 34
DIVISION OF CORPORATIONS

Florida Department of State, Jim Smith, Secretary of State

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

FILED STATE
SECRETARY OF CORPORATIONS
96-SEP 19 PM 4:19

1. TCR Wellington Limited Partnership
(Name of limited partnership as it is in the home state;

2. _____
(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. September 18, 1996
(Date of Formation)

5. Deborah L. Fish
(Name of Registered Agent for Service of Process)

6. 6400 Congress Avenue
(Street Address of Registered Office)

Boca Raton, Florida 33487
(City) (Zip Code)

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

Deborah L. Fish
(Agent must sign on this line)

8. 717 N. Harwood, Suite 1200, LB 128, Dallas, Texas 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 SFA Wellington, Inc.

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

F96000004827

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

This 13th day of September, 1996.
TCR SFA Wellington, Inc. sole general partner
By: Penny A. Lincoln
General Partner
Penny A. Lincoln, Assistant Secretary

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 19 PM 4:19

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 13th day of September 1996, by Penny A. Lincoln, Assistant Secretary (Name of General Partner) of TCR SFA Wellington, Inc., sole general partner of TCR Wellington Limited Partnership (Name of Limited Partnership), A Texas (State or Country) Limited Partnership, on behalf of the Limited Partnership.

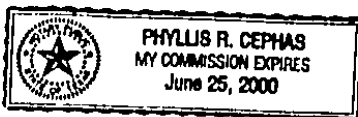
Phyllis R. Cephas
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires:

6-25-2000



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Penny A. Lincoln, Assistant Secretary

BEFORE ME, the undersigned, personally appeared of TCR SFA Wellington, Inc., a sole
general partner of TCR Wellington Limited Partnership, a (an)
Texas limited partnership, hereinafter referred to as the "Partnership" who
certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 99.00
2. The anticipated amount of the capital contributions of the limited partners that are
cated for the purposes of transacting business in Florida is \$ 99.00.

This 13th day of September, 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.

TCR SFA Wellington, Inc., sole
General Partner

By: Penny A. Lincoln

Penny A. Lincoln, Assistant Secretary

STATE OF TEXAS

COUNTY OF DALLAS

DATE 9-17-96

*Penny A. Lincoln, Assistant Secretary of TCR SFA
Wellington, Inc., sole general partner of TCR
Wellington Limited Partnership

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
* (General Partner, known to me and know by me to
be the person who executed the foregoing Affidavit of Capital Contributions, and he ack-
nwledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 17th day of September,
19 96.

Phyllis R. Cephas
Notary Public

Seal

State of Texas at Large

My Commission Expires:

6-25-2000

