

A LOCAL OR
TO A YOU IN
A NATION-WIDE
TO A YOU IN

1201 HAYS STREET
TALLAHASSEE, FL 32310
904-224-0000
FAX 904-224-0001

800-343-8086



1396000000386

ACCOUNT NO. : 072100000032

REFERENCE : 109681 4723287

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:00

ORDER DATE : October 4, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 109681

CUSTOMER NO: 4723287

4000015658014
-10/04/96--01102--025
*****87.50 *****87.50

CUSTOMER: Ms. Deborah L. Fish
Trammell Crow
Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

FOREIGN FILINGS

NAME: TCR SFA SAN MICHELE 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

B/K
10/4/96

RECEIVED
96 OCT -4 PM 2:08
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
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:00

1. TCR San Michele 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 26, 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)

Deer 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, Lock Box 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

TCR SFA San Michele, Inc., sole
general partner

SPECIFIC ADDRESS

717 N. Harwood
Suite 1200, Lock Box 128
Dallas, Texas 75201

F46000005142

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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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

This 27th day of September, 1996

TCR SFA San Michele, Inc., sole general partner

By: Penny A. Lincoln
General Partner

Penny A. Lincoln, Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -4 PM 3:00

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of September, 1996, by Penny A. Lincoln, Assistant Secretary (Name of General Partner) of TCR SFA San Michele, Inc., sole general partner of

TCR San Michele Limited Partnership

(Name of Limited Partnership), A Texas (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Peggy E. Brown

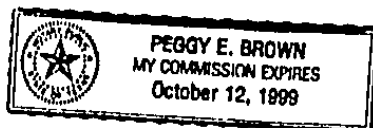
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires:

October 12, 1999



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Penny A. Lincoln, Assistant Secretary of
BEFORE ME, the undersigned, personally appeared TCR SFA San Michele, Inc., a sole
general partner of TCR San Michele 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 allo-
cated for the purposes of transacting business in Florida is \$99.00.

This 27th 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 San Michele, Inc., sole
General Partner

By:

Penny A. Lincoln
Penny A. Lincoln, Assistant Secretary

STATE OF TEXAS
COUNTY OF DALLAS
DATE 9-27-96

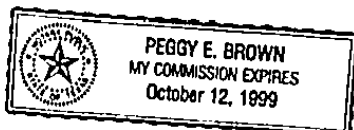
* Penny A. Lincoln, Assistant Secretary of TCR SFA San
Michele, Inc., sole general partner of TCR San Michele
Limited Partnership

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-
nowledged to me and before me that he executed this Affidavit as General Partner of said
partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the
State and County aforesaid, this 27th day of September,
19 96

Peggy E. Brown
Notary Public

Seal



State of Texas at Large

My Commission Expires

October 12, 1999

FILED STATE
SECRETARY OF CORPORATIONS
10 PM 3:01
SEP 27 1996



6400 Congress Avenue
Suite 2000
Boca Raton, FL 33487
(561) 997-9700
FAX (561) 997-8619

B96000000386

FILED
SECRETARY OF CORP.
DIVISION OF CORP.
3633224 PM

VIA FEDERAL EXPRESS

December 20, 1996

Florida Department of State
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

600002049146--4
-01/07/97--01139--015
***1750.00 ***1750.00

Re: Limited Partnership Annual Reports - 1997

Dear Sir:

Enclosed please find 1997 annual reports for the following entities with the corresponding check amount:

	Entity	Check No.	Amount
	1. Village Place Limited Partnership	09-04418	\$191.25
	2. Tiffany Lake Limited Partnership	18-03785	\$191.25
	3. Ashley Lake Park II Associates, Ltd.	75-05191	\$576.25
	4. Homestead Colony Limited Partnership	34-02073	\$576.25
	Supplemental Affidavit	34-02093	\$1750.00
	5. TCRDAD Wellington Limited Partnership	02-07636	\$191.25
	6. TCR Wellington Limited Partnership	02-07614	\$191.25
	7. CTSDAD Contractors Limited Partnership	01-00102	\$191.25
Name	8. TC Residential South Florida Limited Partnership	02-07640	\$191.25
Availability	9. Boca Place Associates, Ltd.	03-03982	\$576.25
	10. Boynton Beach I Limited Partnership	55-01921	\$576.25
Document	11. Congress Park CP Limited Partnership	36-02580	\$576.25
Examiner	12. Delray I Limited Partnership	02-07638	\$576.25
	13. Kings Colony Associates, Ltd.	19-05400	\$191.25
	14. St. Andrews Limited Partnership	72-01451	\$576.25
	15. Mizner I Limited Partnership	35-02121	\$576.25
	16. Sawgrass Point Limited Partnership	02-07639	\$191.25
	17. TCR Waterways Limited Partnership	82-03893	\$191.25
W. P. Verifier		DCC	

increasing to
\$467,000.00

B96000000386

Florida Department of State
Secretary of State
December 20, 1996
Page 2

	<u>Entity</u>	<u>Check No.</u>	<u>Amount</u>
18.	Crow Boca Place Limited Partnership	02-07635	\$576.25
19.	Crow Hampton Lakes Partners, Ltd.	02-07633	\$191.25
20.	Crow Kings Meadow Associates, Ltd.	06-01009	\$191.25
21.	Crow Town Colony Associates, Ltd.	02-07634	\$191.25
22.	Crow Town Colony II Associates, Ltd.	02-07632	\$191.25
23.	CTSW Waterways Limited Partnership	02-07627	\$191.25
24.	ITCR Mizner Limited Partnership	02-07624	\$576.25
25.	TCR Ashley II Limited Partnership	02-07630	\$191.25
26.	CTSB Associates Limited Partnership	02-01008	\$191.25
27.	TCRDAD Vinings at Boynton Beach II Limited Partnership	02-07637	\$576.25
28.	TCR Hampton Lakes II Limited Partnership	02-07631	\$576.25
29.	TCR Hampton Place Limited Partnership	17-01008	\$576.25
30.	TCR Tiffany Lake Limited Partnership	74-01018	\$191.25
31.	TCR San Remo Limited Partnership	02-07625	\$191.25
32.	Palmetto Cove Limited Partnership	0643	\$191.25
33.	TCR Stuart I Limited Partnership	0644	\$191.25
34.	TCR South Florida Homebuilding Limited Partnership	005597	\$191.25
35.	CTS Partners, Ltd.	02-07613	\$191.25
36.	CTSB Partners, Ltd.	04-01018	\$191.25
37.	TCR San Michele Limited Partnership	02-07616	\$576.25
	Supplemental Affidavit	02-07615	\$1,750.00
38.	TCR Homestead Colony Limited Partnership	02-07682	\$576.25
	Supplemental Affidavit	02-07683	\$1,750.00
39.	TCR Delray Limited Partnership	92-00104	\$576.25
	Supplemental Affidavit	92-00103	\$562.63
40.	TCR St. Andrews Limited Partnership	02-07619	\$576.25
	Supplemental Affidavit	02-07618	\$1,750.00
41.	TCR CM Bay Limited Partnership	02-07629	\$576.25
	Supplemental Affidavit	02-07628	\$1,750.00
42.	TCR Boynton Beach Limited Partnership	02-07621	\$576.25
	Supplemental Affidavit	02-07620	\$1,750.00
43.	TCR Mizner Limited Partnership	02-07623	\$576.25
	Supplemental Affidavit	02-07622	\$1,014.36
44.	TCR Congress Park Limited Partnership	77-01957	\$576.25
	Supplemental Affidavit	02-07626	\$1,750.00

Florida Department of State
Secretary of State
December 20, 1996
Page 3

	<u>Entity</u>	<u>Check No.</u>	<u>Amount</u>
45.	San Remo Limited Partnership	33-02619	\$576.25
	Supplemental Affidavit	33-02629	\$1,730.00
46.	CTS Partners No.2, Ltd.	02-07612	\$191.25
	Supplemental Affidavit	02-07611	\$ 52.50

If you have any questions, please do not hesitate to call me.

Sincerely,



Deborah L. Fish
Paralegal



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of TCR San Michele Limited Partnership
_____ a(an) Person

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 467,000.00

This 23rd day of December, 19 96.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 21 PM 1:14

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(s)

TCR SFA San Michele, Inc.
By: Deborah L. Fish, Asst. Sec. of G.P.
Deborah L. Fish

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)