

399000000126

ACCOUNT NO. : 072100000032

REFERENCE : 171880 4348748

AUTHORIZATION : *Patricia Pujat*

COST LIMIT : \$ 96.25

ORDER DATE : March 17, 1999

ORDER TIME : 12:07 PM

ORDER NO. : 171880-010

CUSTOMER NO: 4348748

CUSTOMER: Ms. Laura Hopkins
Trammell Crow Residential
Suite 1200 Lock Box 128
717 North Harwood
Dallas, TX 75201

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 2:37

FOREIGN FILINGS

(4)

NAME: TCR LEGACY DUNES LIMITED
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP) 900002809529--8

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING (TWO PLEASE)

CONTACT PERSON: Maria Stephens

h/p
3/17/99

99 MAR 17 PM 1:45

RECEIVED

Florida Department of State, Sandra B. Mortham, Secretary of State

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SECRETARY OF CORPORATIONS
99 MAR 17 PM 2:37

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

1. TCR Legacy Dunes 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. March 16, 1999 (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

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

By: Laura R. [Signature]
(Agent must sign on this line)

8. 717 N. Harwood, Suite 1200, Lock Box 128, Dallas, TX 75201
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
TCR Dunes, Inc., a Texas corporation, sole general partner	717 N. Harwood, Suite 1200, LB 128 Dallas, TX 75201

F9900000074

10. 717 N. Harwood, Suite 1200, Lock Box 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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

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12. 717 N. Harwood, Suite 1200, Lock Box 128, Dallas, TX 75201

(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 March 16, 19 99

TCR Dunes, Inc., a Texas corporation

Laura Hopkins
General Partner

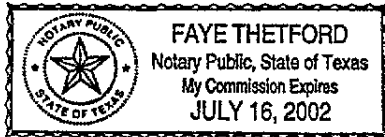
STATE OF TEXAS

COUNTY OF DALLAS

On this 16th day of March, 1999

personally appeared before me, who is personally known to me

whose identity I proved on the bases of _____



Faye Thetford
(Notary Public Signature)

Faye Thetford
(Notary Public Signature)

Seal

My Commission expires: July 16, 2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 17 PM 2:37

BEFORE ME the undersigned personally appeared Laura Hopkins, Assistant Secretary
the TCR Legacy Dunes of TCR Dunes, Inc.
~~general partner of~~ 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 allocated for the purposes of transacting business in Florida is \$ 99.00 .

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 16th day of March, 19 99 .

TCR Dunes, Inc., a Texas corporation

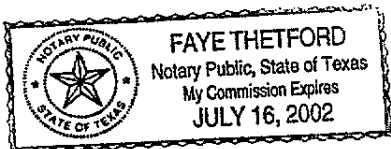
Laura Hopkins
By: Laura Hopkins General Partner
Assistant Secretary

STATE OF TEXAS

COUNTY OF DALLAS

On this 16th day of March, 19 99, Laura Hopkins

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



Faye Thetford
(Notary Public Signature)

Faye Thetford
(Notary Public Signature)

Seal

My Commission Expires: July 16, 2002