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ACCOUNT NO. : 072100000032

REFERENCE : 898561 4348748

AUTHORIZATION :

COST LIMIT : \$ 78.75

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 14, 2000

ORDER TIME : 12:14 PM

ORDER NO. : 898561-030

CUSTOMER NO: 4348748

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

700003467807--1

FOREIGN FILINGS

NAME: TCR OPERATING COMPANY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

Bn 11/16

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

1. TCR OPERATING COMPANY, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas

(State or country under the law of which it is incorporated)

3. 75-2905010

(FEI number, if applicable)

4. October 31, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 717 N. Harwood, #1200; Dallas, TX 75201

(Principal office address)

same

(Current mailing address)

8. Real estate development and management

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

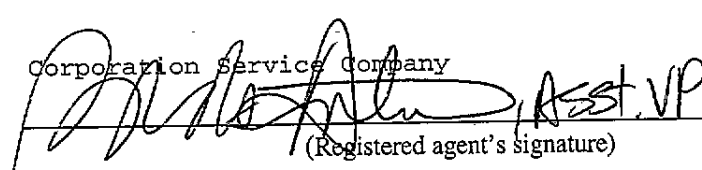
(City)

(Zip code)

10. Registered agent's acceptance:

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.

Corporation Service Company


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Peggy E. Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peggy E. Brown, Assistant Secretary
(Typed or printed name and capacity of person signing application)

DIRECTORS AND OFFICERS OF
TCR OPERATING COMPANY, INC.
October 31, 2000

NAME

ADDRESS

DIRECTORS:

Anthony W. Dona

2100 McKinney Ave.
Dallas, TX 75201

J. Ronald Terwilliger

2859 Paces Ferry Road, #1100
Atlanta, GA 30339

OFFICERS:

J. Ronald Terwilliger
President

2859 Paces Ferry Road, #1100
Atlanta, GA 30339

Harlan R. Crow
Vice President

2100 McKinney Ave.
Dallas, TX 75201

James H. Thompson
Vice President

717 N. Harwood, #1200
Dallas, TX 75201

Timothy W. Swango
Vice President

717 N. Harwood, #1200
Dallas, TX 75201

Michael Collins
Vice President &
Treasurer

1810 Gateway Drive, #100
San Mateo, CA 94404

Thomas J. Patterson
Vice President,
Assistant Treasurer &
Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Laura Hopkins
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Lee Ann Shamblin
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

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Peggy E. Brown
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Faye Thetford
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Bevely L. Ford
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Kari Cleaver
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Penny Pumphrey
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

Rachel L. Purcell
Assistant Secretary

717 N. Harwood, #1200
Dallas, TX 75201

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TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR OPERATING COMPANY, INC.
File No. 1603516-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on October 31, 2000.*



Elton Bomer
Secretary of State DAE