

CT CORPORATION SYSTEM

F02 000003897

CORPORATION(S) NAME

TCI Woodson, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 31 PM 1:39

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 31 AM 11:35

RECEIVED

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input checked="" type="checkbox"/> SCUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7-31-02

Order#: 5513460

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-07/31/02--01049--027

Ref#: *****87.50 *****87.50

File First

Amount: \$ _____

F02-3897
OK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**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. TCI WOODSONG, 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. Nevada

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

3. applied for

(FEI number, if applicable)

4. November 2, 2001

(Date of incorporation)

5. perpetual

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

6. upon receipt of this application

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1800 Valley View Lane, Dallas, TX 75234

(Current mailing address)

8. General partner of a limited partnership which owns an apartment property in the state of Florida

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324

(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.

C T Corporation System

(Registered agent's signature)

Michael E. Jones
Assistant Secretary

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Ronald E. Kimbrough

Address: 1800 Valley View Lane, Dallas, TX 75234

Director: Robert A. Waldman

Address: 1800 Valley View Lane, Dallas, TX 75234

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

Acting

President: Ronald E. Kimbrough

Address: 1800 Valley View Lane, Dallas, TX 7534

Vice President: Mark W. Branigan

Address: 1800 Valley View Lane, Dallas, TX 75234

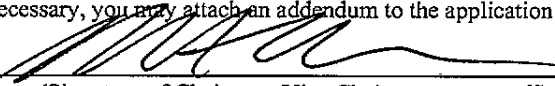
Secretary: Robert A. Waldman

Address: 1800 Valley View Lane, Dallas, TX 75234

Treasurer: Ronald E. Kimbrough

Address: 1800 Valley View Lane, Dallas, TX 75234

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

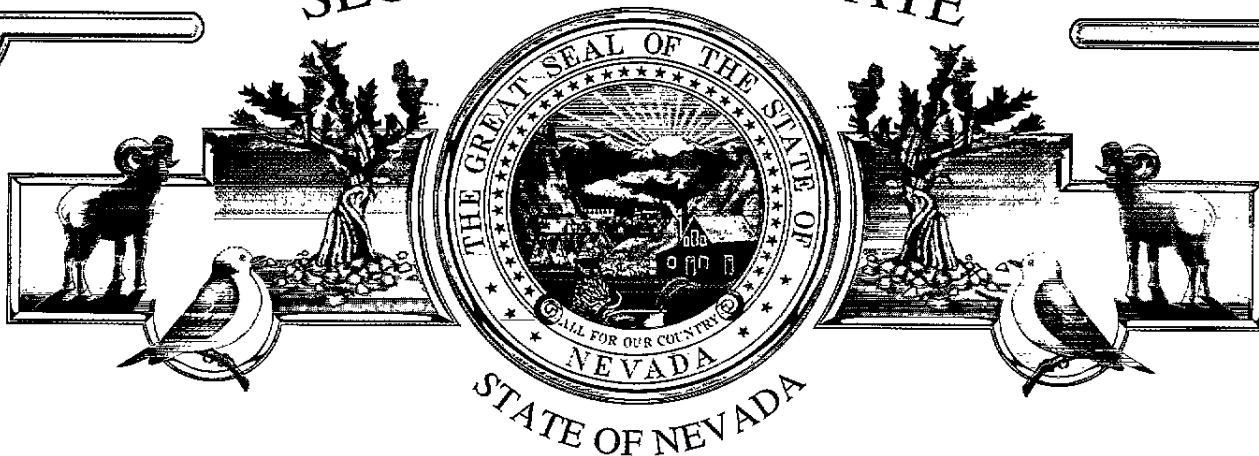
13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert A. Waldman, Secretary

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **TCI WOODSONG, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since November 2, 2001, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on July 17, 2002.



DEAN HELLER
Secretary of State

By

Certification Clerk