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ACCOUNT NO. : 072100000032

REFERENCE : 723012 5028300

NJM

AUTHORIZATION :

COST LIMIT :

Patricia Pizeto name
resale.

ORDER DATE : August 27, 2002

830 FOR WRP. CVS

ORDER TIME : 2:15 PM

ORDER NO. : 723012-015

CUSTOMER NO: 5028300

CUSTOMER: Beth Hays, Legal Asst
Crescent Real Estate
777 Main Street
Suite 2100
Fort Worth, TX 76102

RECEIVED
02 AUG 30 PM 3:58

FOREIGN FILINGS

000007459270--0

NAME: CRESCENT PROPERTY SERVICES,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

FILED
02 AUG 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER: _____

CRESCENT PROPERTY SERVICES, INC.**WRITTEN CONSENT OF SOLE DIRECTOR
IN LIEU OF MEETING**

August 29, 2002

The undersigned, being the sole member of the Board of Directors of Crescent Property Services, Inc., a Delaware corporation (the "Corporation"), hereby consents in writing, in lieu of a meeting of the Board of Directors of the Corporation, the call and notice of which are hereby expressly waived pursuant the provisions of Section 141(f) of the Delaware General Corporation Law, to the taking of the following actions and to the adoption of the following resolutions:

RESOLVED, that, inasmuch as the Corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name "Crescent Property Services, Inc." is not available in the State of Florida, the Corporation, in order to register to transact business in Florida, adopts the fictitious name Crescent Property Services of Delaware, Inc. for use in transacting business in the State of Florida; and

FURTHER RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this Corporation may obtain a Certificate of Authority in the State of Florida, and to cause this corporation to use the said fictitious name in the transaction of business in the State of Florida.

RESOLVED, that in addition and without limiting in any manner the authority granted by the foregoing resolutions, each of the officers of the Corporation be, and each of them with full authority to act without the others hereby is, authorized, empowered and directed, for and in the name and on behalf of the Corporation (i) to take or cause to be taken all such further action, (ii) to do and perform or cause or to be done and performed all such acts and things, and (iii) to execute and deliver or cause to be executed and delivered all such further papers, documents and instruments of any kind and description, all of which as may be or may be deemed to be necessary or advisable or desirable to effect the purposes and intent of the foregoing resolutions, the necessity, advisability, desirability and propriety of which shall be conclusively evidenced by any of such officer's taking or causing to be taken any such action or executing and delivering or causing to be executed and delivered any such documents or instruments; and the execution by any such officers of any such documents or instruments, or the doing by any of them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation by the documents so executed and the actions so taken; and all action of any nature whatsoever heretofore taken by each of the officers, directors, agents, attorneys and other otherwise in connection with the matters contemplated by the foregoing resolutions be, and the same hereby are, approved, ratified and confirmed in all respects.

02 AUG 30 PM 1:15

FILED

STATE OF FLORIDA
TALLAHASSEE
LONDON

IN WITNESS WHEREOF, the undersigned has executed this Written Consent of Sole Director In Lieu of Meeting as of the date first written above.



John C. Goff

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. Crescent Property Services, 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. Delaware
(State or country under the law of which it is incorporated)
3. 75-2934957
(FBI number, if applicable)
4. April 24, 2001
(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. 777 Main Street, Suite 2100, Fort Worth, Texas 76102
(Principal office address)
- same
(Current mailing address)
8. Property 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
Judith S. Blancett
(Registered agent's signature) Judith S. Blancett
as its agent
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.

FILED
02 AUG 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: 777 Main Street, Suite 2100, Fort Worth, TX 76102

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: 777 Main Street, Suite 2100, Fort Worth, TX 76102

Vice President: _____

Address: _____

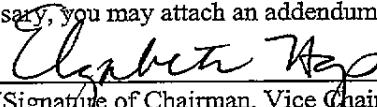
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Elizabeth A. Hays, Assistant Secretary
(Typed or printed name and capacity of person signing application)

Officers & Directors

John C. Goff	Chief Executive Officer & Sole Director
Dennis H. Alberts	President and Chief Operating Officer
David M. Dean	Executive Vice President, Law and Administration and Secretary
Jane E. Mody	Executive Vice President, Capital Markets
Kenneth S. Moczulski	President of Investments and Chief Investment Officer
Jerry R. Grenshaw, Jr.	Senior Vice President and Chief Financial Officer
Jane B. Page	SVP, Asset Management and Leasing, Houston Region
John L. Zogg, Jr.	SVP, Asset Management and Leasing, Dallas Region
Jason E. Anderson	Vice President, Investments
Bruce M. Basham	Vice President, Leasing, Denver
Theresa E. Black	Vice President, Tax
Robert H. Boykin, Jr.	Regional Vice President, Leasing and Marketing, Houston Region
Robert L. Carlen	Vice President, Property Management, Greenway Plaza
Joe D. Dobbs	Vice President, Property Management, Dallas
Alan C. Hopkins	Vice President and Chief Information Officer
Michael S. Lewis	Regional Vice President, Leasing and Marketing, Dallas Region
Howard W. Lovett	Vice President, Investments
J. Jarrett Minton III	Vice President, Investments & Development
Keira B. Moody	Vice President, Investor Relations
Christopher T. Porter	Vice President and Treasurer
Clifford M. Rudolph	Vice President, Investments
Thomas Shaw, Jr.	Vice President of Human Resources and Administration
Daniel E. Smith	Vice President and Corporate Counsel
David R. Snyder	Vice President, Development
Brent R. Somers	Vice President and Asset Management Counsel
Frank G. Staats	Vice President, Property Management, Houston Center
Suzanne M. Stevens	Vice President, Controller
Randolph Strait	Vice President, Greenway Plaza Leasing
Debra A. Wilson	Vice President, Leasing, Houston Center
James H. Wilson	Regional Vice President, Property Management, Houston Region
Walter J. Zartman	Vice President, Development
Elizabeth A. Hays	Assistant Secretary

Delaware

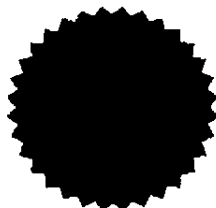
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CRESCENT PROPERTY SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF AUGUST, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3384647 8300

AUTHENTICATION: 1961315

020547578

DATE: 08-30-02

NO. 5925 P. 2/2

AUG. 30. 2002 10:39AM CORP SERVICES CO