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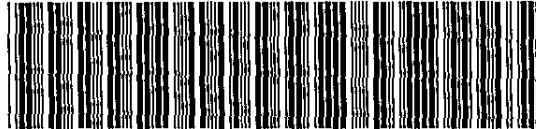
(Business Entity Name)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 758138 4348748

AUTHORIZATION :

Patricia Pizote

COST LIMIT : \$ 70.00

FILED
04 JUN 17 AM 8:50
TALLAHASSEE, FLORIDA

ORDER DATE : June 17, 2004

ORDER TIME : 2:47 PM

ORDER NO. : 758138-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Marcia Moody
Trammell Crow Residential
Suite 3700
2001 Bryan Street
Dallas, TX 75201

FOREIGN FILINGS

NAME: TCR SOUTH FLORIDA APARTMENTS
I, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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 SOUTH FLORIDA APARTMENTS I, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. TX

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

3. 20-1222803

(FEI number, if applicable)

4. 06/09/04

(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. 2001 BRYAN STREET, SUITE 3700, DALLAS, TX 75201

(Principal office address)

2001 BRYAN STREET, SUITE 3700, DALLAS, TX 75201

(Current mailing address)

8. REAL ESTATE DEVELOPMENT

(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

Brian Courtney
Asst. V. Pres

(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: _____

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. Marcia L. Moody, Assistant Secretary
(Signature of Director or Officer listed in number 12 of the application)

14. MARCIA L. MOODY, ASSISTANT SECRETARY

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

DIRECTORS AND OFFICERS

TCR SOUTH FLORIDA APARTMENTS I, INC.

DIRECTORS

HARLAN R. CROW	2100 MCKINNEY AVENUE SUITE 700 DALLAS, TX 75201
J. RONALD TERWILLIGER	2859 PACES FERRY ROAD SUITE 1100 ATLANTA, GA 30339
WILLIAM C. MACDONALD	6110 EXECUTIVE BLVD. SUITE 315 ROCKVILLE, MD 20852

OFFICERS

WILLIAM C. MACDONALD PRESIDENT	6110 EXECUTIVE BLVD. SUITE 315 ROCKVILLE, MD 20852
ASHVANI CHUCHRA VICE PRESIDENT	6110 EXECUTIVE BLVD SUITE 315 ROCKVILLE, MD 20852
HARLAN R. CROW VICE PRESIDENT	2100 MCKINNEY AVENUE SUITE 700 DALLAS, TX 75201
J. RONALD TERWILLIGER VICE PRESIDENT	2859 PACES FERRY ROAD SUITE 1100 ATLANTA, GA 30339
PERRY MCCALLUM PARROTT VICE PRESIDENT	800 CYPRESS CREEK ROAD SUITE 110 FT. LAUDERDALE, FL 33309
RACHEL PURCELL VICE PRESIDENT/TREASURER	2001 BRYAN STREET SUITE 3700 DALLAS, TX 75201

SHERRY A. BROWN
VICE PRESIDENT/ASSISTANT
SECRETARY

6110 EXECUTIVE BLVD.
SUITE 315
ROCKVILLE, MD 20852

THOMAS J. PATTERSON
VICE PRESIDENT/SECRETARY/
ASSISTANT TREASURER

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

FAYE THETFORD
ASSISTANT SECRETARY

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

KELLY PEACON
ASSISTANT SECRETARY

6110 EXECUTIVE BLVD.
SUITE 315
ROCKVILLE, MD 20852

LAURA HOPKINS
ASSISTANT SECRETARY

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

LEE ANN SHAMBLIN
ASSISTANT SECRETARY

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

MARCIA L. MOODY
ASSISTANT SECRETARY

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

SHARI STEINHARDT
ASSISTANT SECRETARY

6400 CONGRESS AVENUE
SUITE 2100
BOCA RATON, FL 33487

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for TCR South Florida Apartments I, Inc. (filing number: 800351739), a Domestic Business Corporation, was filed in this office on June 09, 2004.

It is further certified that the entity status in Texas is active.

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 June 17, 2004.



A handwritten signature in black ink, appearing to read "G. S. Connor".

Geoffrey S. Connor
Secretary of State