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J. BRYAN JAN 20 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 151944 4348748
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : January 19, 2005

ORDER TIME : 11:49 AM

ORDER NO. : 151944-005

CUSTOMER NO: 4348748

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

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FOREIGN FILINGS

*****FILE 1ST*****

NAME: TCR NORTH FLORIDA APARTMENTS,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX 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 NORTH FLORIDA APARTMENTS, 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 3. 20-2178211
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/18/05 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

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 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.

By: 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:

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A. DIRECTORS

Chairman: SEE ATTACHED SCHEDULE

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: SEE ATTACHED SCHEDULE

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
(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 NORTH FLORIDA APARTMENTS, 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

J. MICHAEL MCGWIER

2859 PACES FERRY ROAD
SUITE 1100
ATLANTA, GA 30339

OFFICERS

ALAN KOLAR
PRESIDENT

201 NORTH NEW YORK AVENUE
SUITE 200
WINTER PARK, FL 32789

HARLAN R. CROW
VICE PRESIDENT

2100 MCKINNEY AVENUE
SUITE 700
DALLAS, TX 75201

J. MICHAEL MCGWIER
VICE PRESIDENT

2859 PACES FERRY ROAD
SUITE 1100
ATLANTA, GA 30339

J. RONALD TERWILLIGER
VICE PRESIDENT

2859 PACES FERRY ROAD
SUITE 1100
ATLANTA, GA 30339

JOHN ZELEDON
VICE PRESIDENT

201 NORTH NEW YORK AVENUE
SUITE 200
WINTER PARK, FL 3278

RACHEL PURCELL
VICE PRESIDENT/TREASURER

2001 BRYAN STREET
SUITE 3700
DALLAS, TX 75201

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DALLAS, TEXAS
DALLAS COUNTY, TEXAS
CLERK OF DISTRICT COURT

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

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

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TALLAHASSEE, FLORIDA

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 North Florida Apartments, Inc. (filing number: 800441399), a Domestic Business Corporation, was filed in this office on January 18, 2005.

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

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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 January 19, 2005.



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

Geoffrey S. Connor
Secretary of State