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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

SUBJECT: TCR Seagull, Inc.
(Name of corporation)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Penny A. Lincoln

(Name of Person)

Trammell Crow Residential

(Firm/Company)

717 N. Harwood, Suite 1200, LB 128

(Address)

Dallas, TX 75201

(City, State and Zip Code)

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Penny A. Lincoln

(Name of Person)

at (214) 880 - 7705

Area Code & Daytime Telephone Number

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COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



747 North Harwood
Suite 1200 (Level 12)
Dallas, Texas 75201

January 4, 1994

Qualification/Registration Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: TCR Sengull, Inc., a Texas corporation

Dear Sir or Madam:

In reference to the above entity needing to be qualified in Florida, enclosed please find our company check in the amount of \$70.00 representing filing fees as well as one original and one photocopy of the following for filing with your office:

1. Transmittal Letter;
2. Application By Foreign Corporation For Authorization To Transact Business In Florida; and
3. Certificate of Existence issued by the Texas Secretary of State.

Should you have questions or comments in regard to same, please contact me at 214/880-7705.

Very truly yours,

Penny A. Lincoln
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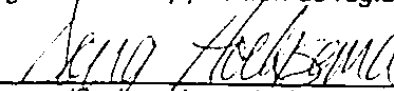
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
'TRANSACT' BUSINESS IN FLORIDA

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 Seagull, 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. 75-2572676
(FEI number, if applicable)
4. December 28, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. 717 N. Harwood, Suite 1200, LB 128
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 the state of Florida)
9. Name and street address of Florida registered agent:
Name: Douglas A. Hoeksema
Office Address: 541 S. Orlando Avenue, Suite 210
Maitland, Florida, 32751
(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.


(Registered agent's signature)
Douglas A. Hoeksema

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.

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

A. DIRECTORS

Chairman: (see attachment) _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: (see attachment) _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____


Treasurer: _____

Address: _____

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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.

Penny A. Lincoln, Assistant Secretary

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

TCR SEAGULL, INC.,
a Texas corporation

List of Officers & Directors

| <u>Name and Title</u> | <u>Address</u> |
|---|--|
| Douglas A. Hoeksema Director/President | 541 S. Orlando Avenue, Suite 210 Maitland, FL 32751 |
| J. Ronald Terwilliger Director/Vice President | 2859 Paces Ferry Road, Suite 1400 Atlanta, GA 30339 |
| Harlan R. Crow Director/Vice President | 2001 Ross Avenue, Suite 3500 Dallas, TX 75201 |
| Randy J. Pace Vice President/Secretary/ Treasurer | 717 N. Harwood, Suite 1200 Dallas, TX 75201 |
| Clifford A. Breining Vice President | 6552 Via Dos Valleys Rancho Santa Fe, CA 92067 |
| Joan Zanowick Assistant Secretary | 541 S. Orlando Avenue, Suite 210 Maitland, FL 32751 |
| Lee Ann Shamblin Assistant Secretary | 717 N. Harwood, Suite 1200 Dallas, TX 75201 |
| Phyllis Cephas Assistant Secretary | 717 N. Harwood, Suite 1200 Dallas, TX 75201 |
| Penny A. Lincoln Assistant Secretary | 717 N. Harwood, Suite 1200 Dallas, TX 75201 |

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The State of Texas

SECRETARY OF STATE

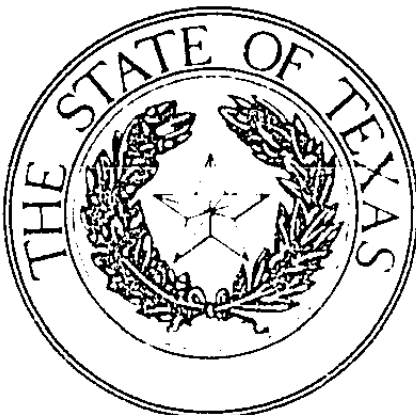
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR SEAGUL, INC.
(Charter # 1338876-00)

were filed in this office and a certificate of incorporation was issued on
DECEMBER 28, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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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
the City of Austin, on December 28, 1994.*

James Kirk MAC
Secretary of State