F95000000362

TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

400001376064
-01/11/95--01061--004
*****70.00 *****70.00

SUBJECT: TCR South Florida Apartments Broken Sound, Inc.
(Name of corporation)

W95-911

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:

Deborah L. Fish
(Name of Person)

Trammell Crow Residential
(Firm/Company)

6400 Congress Avenue, Suite 2000
(Address)

Boca Raton, FL 33487
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 PM 2:03

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

Deborah L. Fish at (407) 997 - 9700.
(Name of Person) Area Code & Daytime Telephone Number

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

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 12, 1995

DEBORAH L. FISH
SUITE 2000
6400 CONGRESS AVENUE
BOCA RATON, FL 33487

SUBJECT: TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.
Ref. Number: W95000000911

We have received your document for TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that the date listed on line 6 reflects a date from a previous filing, which was subsequently withdrawn from Florida. The date on line 6 should refer to this filing. If the corporation has not done business in Florida since it withdrew from the state, please put the phrase "upon qualification" in line 6.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00001514

TCR

January 20, 1995

Ms. Lee Rivers
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.
Ref. Number: W95000000911

SUBJECT: TCR SOUTH FLORIDA CONSTRUCTION COMPANY, INC.
Ref. Number: W95000000920

SUBJECT: TCR SOUTH FLORIDA HOMEBUILDING, INC.
Ref. Number: W95000000914

Dear Ms. Rivers:

I am returning documents for the subjects referenced above with the changes requested in your letters attached to each subject.

Should you have any additional questions or problems with these filings, please don't hesitate to call me.

Sincerely,

Deborah L. Fish

Deborah L. Fish
Paralegal

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 Broken Sound, 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. 75-2345368
(FEI number, if applicable)

4. 9/4/90
(Date of Incorporation)

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

6. ~~September 30, 1990~~ Upon qualification
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 6400 Congress Avenue, Suite 2000
Boca Raton, FL 33487
(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: Brad D. Bryant

Office Address: 6400 Congress Avenue, Suite 2000

Boca Raton, Florida, 33487
(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.

Brad D. Bryant
(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 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: _____

_____

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

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

14. Deborah L. Fish, Assistant Secretary
(Typed or printed name and capacity of person signing application)

TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.,
a Texas Corporation

List of Officers & Directors

Name and Title	Address
Chris D. Wheeler Director/President	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
J. Ronald Terwilliger Director/Vice President	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
Harlan R. Crow Director/Vice President	2001 Ross Avenue 3500 Trammell Crow Center Dallas, TX 75201
Randy J. Pace Vice President/Secretary/ Treasurer	717 N. Harwood, Suite 1200 Dallas, TX 75201
Brad D. Bryant Vice President	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
William C. MacDonald Vice President	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
Deborah L. Fish Assistant Secretary	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
Lee Ann Shamblin Assistant Secretary	717 N. Harwood, Suite 1200 Dallas, TX 75201
Penny A. Lincoln Assistant Secretary	717 N. Harwood, Suite 1200 Dallas, TX 75201

95 JAN 23 PM 2:03
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The State of Texas

SECRETARY OF STATE

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 PM 2:03

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.
(Charter # 1164989-00)

were filed in this office and a certificate of incorporation was issued on

SEPTEMBER 04, 1990;

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

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 January 19, 1995.

MAC

Antonio O. Garza, Jr.
Secretary of State

F95000000362

500001849335
-06/04/96--01031--001
***1935.00 ****215.00

June 3, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.

DEBIT MEMO: # 63631-H

CHECK 22-01017

A Local Office To Know You Better, A Nationwide Network To Serve You Better.

F95000000362

ACCOUNT NO. : 072100000032

REFERENCE : 109681 4723287

AUTHORIZATION : Prepaid

COST LIMIT : $ 35.00

FILED
96 OCT -4 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 4, 1996

ORDER TIME : 12:01 PM

ORDER NO. : 109681

100001985811
-10/04/96--01102--028
*****35.00 *****35.00

CUSTOMER NO: 4723287

CUSTOMER: Ms. Deborah L. Fish
Trammell Crow
Suite 2000
6400 Congress Avenue
Boca Raton, FL 33487

FOREIGN FILINGS

NAME: TCR SOUTH FLORIDA APARTMENTS
BROKEN SOUND, INC.

RECEIVED
96 OCT -4 PM 2:08
DIVISION OF CORPORATION

XX PROFIT
____ NON-PROFIT

XX CORPORATE
____ LIMITED PARTNERSHIP

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT - 7 1996

CONTACT PERSON: Michael E. Klunk

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA

FILED
96 OCT 4 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TCR SOUTH FLORIDA APARTMENTS BROKEN SOUND, INC.
(Name of Corporation)

Texas
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

6400 Congress Ave., Suite 2000
(Mailing Address)

Boca Raton, FL 33487
(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Deborah L. Fish
Signature

9/26/96
Date

Deborah L. Fish
Typed or printed name

Assistant Secretary
Title