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FAX 214 880 7725

T.C.R. DALLAS

BRAD DRYANT

0003/008

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TRANSMITTAL LETTER

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS700001376067
-01/11/95--01061--006
*****70.00 *****70.00SUBJECT: TCR South Florida Construction Company, Inc.
(Name of corporation)

Dear Sir or Madam:

W95-920

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)

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

 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JAN 23 PM 2:08
 W95-920

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
TRAMMELL CROW RESIDENTIAL
6400 CONGRESS AVENUE, SUITE 2000
BOCA RATON, FL 33487

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

We have received your document for TCR SOUTH FLORIDA CONSTRUCTION COMPANY, 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Please note that the date listed on line 6 reflects a date from a previous filing, which was subsequently withdrawn from Florida.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: 395A00001520

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. TCR South Florida Construction Company, 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 3. 75-2193563
(State or country under the law of which it is incorporated) (FFI number, if applicable)

4. 6/30/87 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. August 5, 1987 Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 607.155, 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.

SECTION 607.1503
DIVISION OF CORPORATIONS

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.



(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 CONSTRUCTION COMPANY, 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. Peco
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

Thomas Duggan
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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 25 1988
PM 2:08



The State of Texas

SECRETARY OF STATE

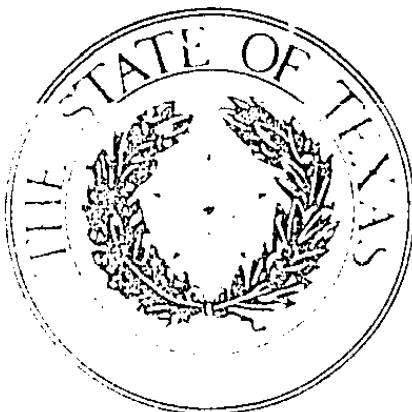
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR SOUTH FLORIDA CONSTRUCTION COMPANY, INC.
(Charter # 1043240-00)

were filed in this office and a certificate of incorporation was issued on
JUNE 30, 1987;

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.*



Antonio O. Garza, Jr.
Secretary of State

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 23 PM 2:08

MAC

F95000000363

June 3, 1996

600001849396
-06/04/96--01031--001
***1935.00 ***215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: TCR SOUTH FLORIDA
CONSTRUCTION COMPANY, INC.

DEBIT MEMO: # 63631-P

CHECK 12-01018