

1201 FLAYS STREET
TALLAHASSEE, FL 32301
904-222-9771
904-222-0100 FAX

800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 601318 97498
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
MAY 18 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300001495153
05/18/95-0112-003
*****70.00 *****70.00

ORDER DATE : May 18, 1995

ORDER TIME : 11:51 AM

ORDER NO. : 601318

CUSTOMER NO: 97498

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

FOREIGN FILINGS

NAME: TCR SPA DELRAY, INC.

XXX PROFIT
NON-PROFIT

XXX CORPORATE
LIMITED PARTNERSHIP

XXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

THERE ARE
2 QUALIFICATIONS
2 Limited Partnerships
PLEASE FILE
2 QUALS FIRST
then the LP's -

THANKS -
DANNY

RECEIVED
MAY 18 PM 12:42
DIVISION OF CORPORATION

**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 SFA Delray, 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. 75-2595240
(FEI number, if applicable)
4. May 10, 1995
(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 817.155, 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: Brad D. Bryant
Office Address: 6400 Congress Ave., 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)
Brad D. Bryant

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.

Penny A. Lincoln
(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 SPA DELRAY, INC.,
a Texas corporation

List of Officers & Directors

<u>Name and Title</u>	<u>Address</u>
Chris D. Wheeler Director/President	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
J. Ronald Terwilliger Director/Vice President	2759 Paces Ferry Road Suite 1400 Atlanta, GA 30339
Harlan R. Crow 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
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
Clifford A. Breining Vice President	6552 Via Dos Valles P.O. Box 8225 Rancho Santa Fe, CA 92067
Greg W. Iglehart Vice President	6400 Congress Avenue Suite 2000 Boca Raton, FL 33487
Lee Ann Shamblin Assistant Secretary	717 N. Harwood Suite 1200 Dallas, TX 75201

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TALLAHASSEE, FLORIDA

(continued from previous page)

Penny A. Lincoln
Assistant Secretary

717 N. Harwood
Suite 1200
Dallas, TX 75201

Phyllis R. Cephas
Assistant Secretary

717 N. Harwood
Suite 1200
Dallas, TX 75201

Deborah L. Fish
Assistant Secretary

6400 Congress Avenue
Suite 2000
Boca Raton, FL 33487

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TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

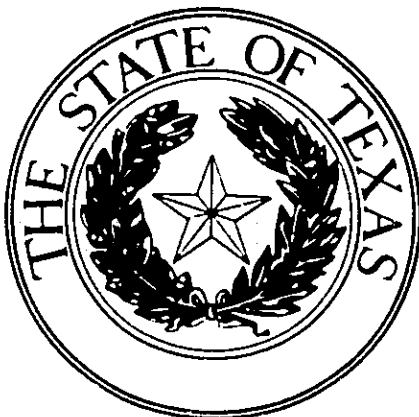
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR SFA DELRAY, INC.

were filed in this office and a certificate of incorporation was issued on
MAY 10, 1995;

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

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ATLANTA, FLORIDA



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 May 10, 1995.

107.
Antonio O. Garza, Jr.
Secretary of State

DEM



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

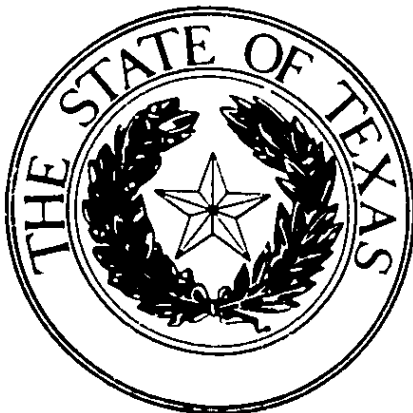
TCR SFA DELRAY, INC.
CHARTER NUMBER 1355487

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a corporate name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: May 10, 1995
Effective May 10, 1995



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TALLAHASSEE, FLORIDA

107.
Antonio O. Garza, Jr.
Secretary of State

MFG