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F96000005142

ACCOUNT NO. : 072100000032
REFERENCE : 109681 4723287
AUTHORIZATION : *Prepaid*
COST LIMIT : \$ 70.00

ORDER DATE : October 4, 1996

ORDER TIME : 11:53 AM

ORDER NO. : 109681

CUSTOMER NO: 4723287

300001965309
-10/04/96-01102-027
*****70.00 *****70.00

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

FOREIGN FILINGS

NAME: TCR SFA SAN MICHELE, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -4 PM 2:38

FILED

DIVISION OF CORPORATION

96 OCT -4 PM 2:09

RECEIVED

**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 SAN MICHELE, 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. _____

(FEI number, if applicable)

4. September 23, 1996

(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 617.154, F.S.))

7. 6400 Congress Avenue, Suite 2000

Boca Raton, FL 33487

(Current mailing address)

8. Real Estate

(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: Deborah L. Fish

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.

Deborah L. Fish

(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.

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

A. DIRECTORS

Chairman: (See Attached)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: (See Attached)

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, Assistant Secretary
(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)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

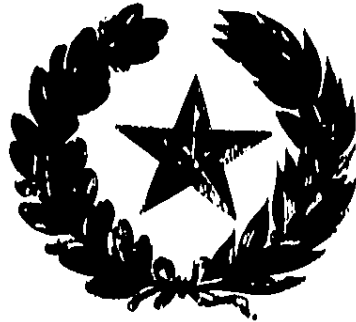
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TCR SFA SAN MICHELE, INC.,
a Texas corporation
List of Officers & Directors

<u>Name and Title</u>	<u>Address</u>
Chris D. Wheeler Director/President	6400 Congress Ave., Suite 2000 Boca Raton, FL 33487
J. Ronald Terwilliger Director/Vice President	2859 Paces Ferry Road, Suite 1400 Atlanta, GA 30339
Harlan R. Crow	2001 Ross Avenue, Suite 3500 Dallas, TX 75201
Randy J. Pace Vice President/Secretary/Treasurer	717 N. Harwood, Suite 1200 Lock Box 128 Dallas, TX 75201
Greg W. Iglehart Vice President	6400 Congress Ave., Suite 2000 Boca Raton, FL 33487
William C. MacDonald Vice President	6400 Congress Ave., Suite 2000 Boca Raton, FL 33487
Brad D. Bryant Vice President	6400 Congress Ave., Suite 2000 Boca Raton, FL 33487
Deborah L. Fish Assistant Secretary	6400 Congress Ave., Suite 2000 Boca Raton, FL 33487
Lee Ann Shamblin Assistant Secretary	717 N. Harwood, Suite 1200 Lock Box 128 Dallas, TX 75201
Phyllis R. Cephas Assistant Secretary	717 N. Harwood, Suite 1200 Lock Box 128 Dallas, TX 75201
Peggy Brown Assistant Secretary	717 N. Harwood, Suite 1200 Lock Box 128 Dallas, TX 75201
Penny A. Lincoln Assistant Secretary	717 N. Harwood, Suite 1200 Lock Box 128 Dallas, TX 75201

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TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR SFA SAN MICHELE, INC.

SECRETARY OF STATE
ATLANTA, GEORGIA

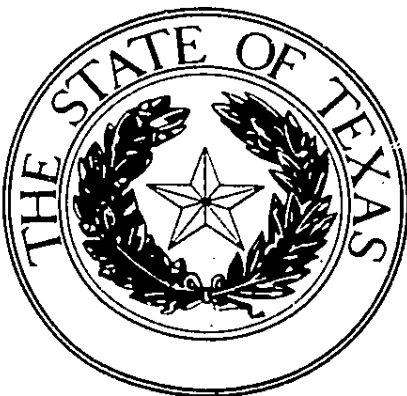
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FILED

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

SEPTEMBER 23, 1996;

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 September 23, 1996.*

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

PH