

F970000000101



Patricia P...
ACCOUNT NO. : 72100000032

REFERENCE : 799062 4348748

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : April 28, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 799062-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Peggy Brown
Trammell Crow Residential
Suite 1200 Lock Box 128
717 North Harwood
Dallas, TX 75201

500002506665--0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 30 PM 3:22

FOREIGN FILINGS

NAME: TCR NORTH AMERICA HOMEGATE,
INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

*Name was incorrec
on cert. when originally
filed in fra.
#02250, 00641, 00672*

*NIC to
correct
name*

RECEIVED
98 APR 30 PM 12:06
DIVISION OF CORPORATION



AM 9:55
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1998

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TCR NORTH AMERICA HOMEGATE, INC.
Ref. Number: F97000000101

RESUBMIT

Please give original
submission date as file date.

We have received your document for TCR NORTH AMERICA HOMEGATE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 098A00023805

RESUBMIT

Please give original
submission date as file date.

Evidencing the name change

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98 JUN -3 AM 10:38
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**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**
(Pursuant to s. 607.1504, F.S.)

(1-3 must be completed)

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DIVISION OF CORPORATIONS
98 APR 30 PM 3:22

(4-7 complete only the applicable changes)

2

TCR NORTH FLORIDA HOMEGATE, INC.
AFFIDAVIT OF CORPORATE OFFICER

The undersigned, Peggy E. Brown, does hereby certify that:

1. I am a duly elected, qualified and acting Assistant Secretary of **TCR NORTH FLORIDA HOMEGATE, INC.** (the "Corporation"), and that, as such Assistant Secretary, I am stating the following on behalf of the Corporation.

2. On January 2, 1997, a corporation by the name of TCR NORTH FLORIDA HOMEGATE, INC. was incorporated by the Secretary of State of the State of Texas. See attached correct copy of the Certificate of Existence issued by the Secretary of State of Texas, for the purpose of qualifying the corporation as a foreign corporation in the State of Florida (Exhibit A).

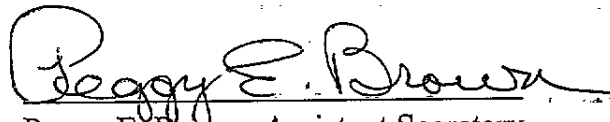
3. On January 7, 1997, an Application by Foreign Corporation for Authorization to Transact Business in Florida was filed under the incorrect name of **TCR NORTH AMERICA HOMEGATE, INC.** (See attached correct copy of the above mentioned document (Exhibit B)).

4. It is necessary that the name of the corporation shown on Exhibit B be corrected to reflect the correct name of the corporation as reflected on Exhibit A. An Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, dated April 29, 1998, has been prepared for the purpose of correcting this misfiling (Exhibit C).

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 2nd day of June, 1998.

TCR NORTH FLORIDA HOMEGATE, INC.

By:


Peggy E. Brown, Assistant Secretary

STATE OF TEXAS

§

COUNTY OF DALLAS

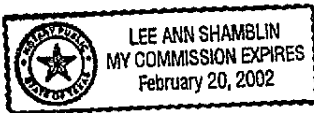
§

§

This instrument was acknowledged before me this 2nd day of June, 1998, by Peggy E. Brown, Assistant Secretary of TCR NORTH FLORIDA HOMEGATE, INC., a Texas corporation, on behalf of said corporation.

Lee Ann Shamblin

Lee Ann Shamblin, Notary Public
in and for the State of Texas



My Commission Expires: 2-20-02

EXHIBIT A



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

TCR NORTH AMERICA HOMEGATE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -7 PM 12:39

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

JANUARY 2, 1997;

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 2, 1997.



Antonio O. Garza, Jr.
Secretary of State

PH



THE UNITED STATES
CORPORATION
COMPANY

F97000000101

ACCOUNT NO. : 072100000032

REFERENCE : 212322 4348748

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : January 6, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 212322-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Peggy Brown
Trammell Crow Residential
717 N. Harwood
Ste. 1200 / Lb 128
Dallas, TX 75201

FOREIGN FILINGS

NAME: TCR NORTH FLORIDA HOMEGATE,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (2)

CONTACT PERSON: Kathy Drake

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EXHIBIT B, PAGE 2

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 NORTH AMERICA HOMEGATE, 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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 2, 1997 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 2, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 717 N. Harwood, Suite 1200, LB128
Dallas, Texas 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: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

By: Charlotte Beasley
(Registered agent's signature)
Charlotte Beasley, Asst. Secretary

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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DIVISION OF CORPORATIONS
JAN - 7 PM 12:39

EXHIBIT B, PAGE 3

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

A. DIRECTORS (See Attached list of Directors and Officers)

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Peggy E. Brown
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Peggy E. Brown, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS
97 JAN -7 PM 12:39

EXHIBIT B, PAGE 4

**TCR NORTH FLORIDA HOMEGATE, INC.
LIST OF DIRECTORS AND OFFICERS**

DIRECTORS:

Leonard W. Wood	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
J. Ronald Terwilliger	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
Harlan R. Crow	2001 Ross Avenue, Suite 3200 Dallas, TX 75201

OFFICERS:

Douglas A. Hoeksema President	541 S. Orlando Avenue Suite 210 Maitland, FL 32751
Harlan R. Crow Vice President	2001 Ross Avenue Suite 3200 Dallas, TX 75201
J. Ronald Terwilliger Vice President	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
Leonard W. Wood Vice President	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
David J. Elwell Vice President	2859 Paces Ferry Road Suite 1400 Atlanta, GA 30339
Randy J. Pace Vice President, Secretary, Treasurer	717 N. Harwood, Suite 1200, LB128 Dallas, Texas 75201
Thomas J. Patterson Vice President	717 N. Harwood Suite 1200, LB128 Dallas, Texas 75201
Joan C. Zanowick Assistant Secretary	541 South Orlando Ave. Suite 200 Maitland, FL 32751

(Officers continued on next page)

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DIVISION OF CORPORATIONS
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EXHIBIT B, PAGE 5

(Officers continued from previous page)

Lee Ann Shamblin
Assistant Secretary

717 N. Harwood
Suite 1200, LB128
Dallas, TX 75201

Peggy E. Brown
Assistant Secretary

717 N. Harwood
Suite 1200, LB128
Dallas, TX 75201

Penny A. Lincoln
Assistant Secretary

717 N. Harwood
Suite 1200, LB128
Dallas, TX 75201

Phyllis R. Cephas
Assistant Secretary

717 N. Harwood
Suite 1200, LB128
Dallas, TX 75201

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN - 7 PM 12:39

PROFIT CORPORATION

(Pursuant to s. 607.1504, F.S.)

(1-3 must be completed)

- (4-7 complete only the applicable changes)

Title



The State of Texas

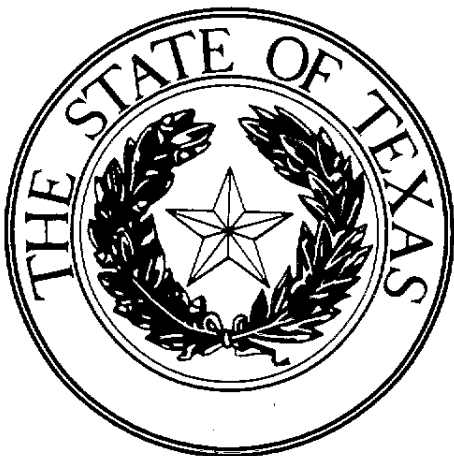
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR NORTH FLORIDA HOMEGATE, INC.
File No. 1427586-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently 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 April 29, 1998.*



Alberto R. Gonzales
Secretary of State

PH