

F970000006449



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 519861 - 4348748

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 5, 1997

ORDER TIME : 10:08 AM

ORDER NO. : 519861-005

CUSTOMER NO: 4348748

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

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****122.50 ****122.50

W97-20612

FOREIGN FILINGS

NAME: TCR NF PROPERTIES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RECEIVED
97 SEP -8 AM 11:24
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1997

CSC

SUBJECT: TCR NF PROPERTIES INC
Ref. Number: W97000020612

KOR
RESUBMIT
Please give original
submission date as file date.

We have received your document for TCR NF PROPERTIES INC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 497A00044634

**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 NF PROPERTIES, 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. 8/29/97 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8/29/97
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 717 N. Harwood, Suite 1200, LBI28
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: (P.O. Box or Mail Drop Box **NOT** acceptable)
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.

Corporation Service Company
By: Cheryl L. Sparks
(Registered agent's signature)
Cheryl L. Sparks, Asst. Secy.

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.

**DIRECTORS AND OFFICERS OF
TCR BUILDERS, INC.**

Directors:

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

Officers:

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

(Officers continued on next page)

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(Officers continued from previous page)

Lee Ann Shamblin
Assistant Secretary

717 N. Harwood, Suite 1200
Dallas, TX 75201

Peggy E. Brown
Assistant Secretary

717 N. Harwood, Suite 1200
Dallas, TX 75201

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

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12. Names and addresses of officers and/or directors: (Street address ONLY- P.O. Box NOT acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: _____ (SEE ATTACHED LIST OF DIRECTORS)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: _____ (SEE ATTACHED LIST OF OFFICERS)

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)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

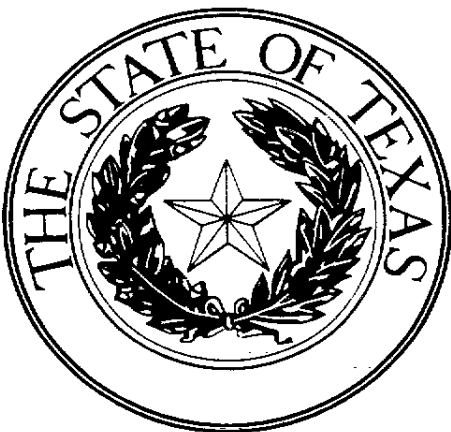
TCR NF PROPERTIES, INC.
#1457738-0

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were filed in this office and a certificate of incorporation was issued on
AUGUST 29, 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 August 29, 1997.*



Antonio O. Garza, Jr.

DEE

Antonio O. Garza, Jr.
Secretary of State