

ACCOUNT NO. : 07210000032

REFERENCE :

680719 4348748

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: January 23, 1998

ORDER TIME: 10:44 AM

ORDER NO. : 680719-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Peggy Brown

Trammell Crow Residential Suite 1200 Lock Box 128 717 North Harwood Dallas, TX 75201

FOREIGN FILINGS

NAME: HOLLAND LAND, 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: Stephanie Stscherban

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.	HOLLAND LAND, INC. (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or value abbreviations of like import in language as will clearly indicate that it is a corporation instead of a nature or partnership if not so contained in the name at present.	vords or al person	
2.	Texas (State or country under the law of which it is incorporated) (FEI number, if applicable)		
4	January 7, 1998 5. Perpetual (Date of Incorporation) Couration: Year corp. will cease to exist or "perpetual"	ual")	
6	Date of Filing by Secretary of State of Florida (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)	SEC SEC	
7	717 N. Harwood, Suite 1200, LB128	PRI FIL	
	Dallas, TX 75201 (Current mailing address)	TOP OS	
8	Real Estate Development (Purpose(s) of corporation authorized in home state or country to be carried out in the state of the country to be carried out in th	ATIAN MINIS	
9	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 Co	de)	

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: (Registered agent's signature)

Cheryl L. Sparks, Asst. Secy. of Corporation Service Company

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.

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) See attached list of Directors Address: Vice Chairman: Address: Director: Address: Director: Address: B. OFFICERS (Street address only- P.O. Box NOT acceptable) See attached list of 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. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.) Peggy E. Brown, Assistant Secretary

(Typed or printed name and capacity of person signing application)

14.

OFFICERS AND DIRECTORS OF TC RESIDENTIAL CHARLOTTE IV, INC.

DIRECTORS:

Douglas a. Hoeksema

541 South Orlando Ave., Suite 210 Maitland, FL 32751

Harlan R. Crow

2001 Ross Avenue, Suite 3200

Dallas, TX 75201

J. Ronald Terwilliger

2859 Paces Ferry Road, Suite 1400

Atlanta, GA 30339

OFFICERS:

Douglas a. Hoeksema

President

541 South Orlando Ave., Suite 210

Maitland, FL 32751

Harlan R. Crow Vice President

2001 Ross Avenue, Suite 3200

Dallas, TX 75201

2859 Paces Ferry Road, Suite 1400

Atlanta, GA 30339

J. Ronald Terwilliger Vice President

717 N. Harwood, Suite 1200, LB128

Dallas, TX 75201

Thomas J. Patterson Vice President

Vice President/Secretary/Treasurer

717 N. Harwood, Suite 1200, LB128

Dallas, TX 75201

Randy J. Pace

Joan C. Zanowick Assistant Secretary 541 South Orlando Ave., Suite 210

Maitland, FL 32751

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



The State of Texas

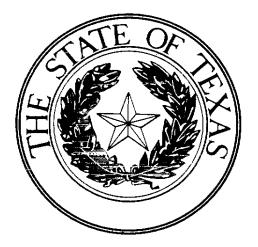
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that Articles of Incorporation of

> HOLLAND LAND, INC. File No. 1473165-0

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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 January 7, 1998.

Alberto R. Gonzales Secretary of State DEE