



ACCOUNT NO. : 072100000032

REFERENCE : 727909 4348748

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 4, 1998

ORDER TIME : 10:31 AM

ORDER NO. : 727909-005

CUSTOMER NO: 4348748

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

FOREIGN FILINGS

NAME: TCR CONSTRUCTION II, INC.

500002446735-4
-03/04/98-01049-019
****122.50 ****122.50

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 12:59

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RECEIVED
98 MAR -4 AM 11:25
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 CONSTRUCTION II, 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 of county under the law of which it is incorporated)
3. (Applied for)
(FBI number, if applicable)
4. February 19, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date of filing of this application
(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 county 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 32309
(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 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: Deborah D. Skippers, As Agent
(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 address 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)

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

(See attached list of Officers)

NOTE: If necessary, you may attach an addendum to the application listing additional officers and directors.

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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)

**DIRECTORS AND OFFICERS OF
TCR CONSTRUCTION II, INC.**

DIRECTORS:

Douglas A. Hoeksema	1322 E. Fourth St., Suite 202 Charlotte, NC 28204
Harlan R. Crow	2001 Ross Avenue, Suite 3200 Dallas, TX 75201
J. Ronald Terwilliger	2859 Paces Ferry Road, Suite 1400 Atlanta, GA 30339

OFFICERS:

Robert Goherty, President	1322 E. Fourth St., Suite 202 Charlotte, NC 28204
Douglas A. Hoeksema, Vice President	1322 E. Fourth St., Suite 202 Charlotte, NC 28204
J. Ronald Terwilliger President	2859 Paces Ferry Road, Suite 1400 Atlanta, GA 30339
Harlan R. Crow Vice President	2001 Ross Avenue, Suite 3200 Dallas, TX 75201
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, LB128 Dallas, TX 75201
Joan C. Zanowick, Assistant Secretary	1322 E. Fourth St., Suite 202 Charlotte, NC 28204
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

(Officers continued on Page 2)

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(Officers continued from Page 1)

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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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR CONSTRUCTION II, INC.
File No. **1479523**

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.

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*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 February 19, 1998.*



Alberto R. Gonzales
Secretary of State

BAM