

F980000001592



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 748898 4348748

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : March 20, 1998

ORDER TIME : 10:24 AM

ORDER NO. : 748898-005

200002463592--0

CUSTOMER NO: 4348748

CUSTOMER: Lee Ann Shamblin, Legal Asst
Trammell Crow Residential
Suite 1200 Lock Box 128
717 North Harwood
Dallas, TX 75201

FOREIGN FILINGS

NAME: TCR SFA ACQUISITIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stacy L Earnest

98 MAR 20 PM 12:16

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATION

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 SFA Acquisitions, 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. applied for
(FEI number, if applicable)
4. March 17, 1998
(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 817.155, F.S.))
7. 717 North Harwood, Suite 1200, LB 128
Dallas, TX 75201
(Current mailing address)
8. real estate acquisition and 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.

Delorah P. Skipper 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 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 officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

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. Lee Ann Shamblin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lee Ann Shamblin, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TCR SFA Acquisitions, Inc.

DIRECTORS

Randy J. Pace
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Brad D. Bryant
Trammell Crow Residential
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

OFFICERS

Randy J. Pace Trammell Crow Residential 717 North Harwood, Suite 1200 Dallas, Texas 75201	President
--	-----------

Brad D. Bryant Trammell Crow Residential 6400 Congress Avenue, Suite 2000 Boca Raton, Florida 33487	Vice President
--	----------------

Chris D. Wheeler Trammell Crow Residential 6400 Congress Avenue, Suite 2000 Boca Raton, Florida 33487	Vice President
--	----------------

Greg W. Iglehart Trammell Crow Residential 6400 Congress Avenue, Suite 2000 Boca Raton, Florida 33487	Vice President
--	----------------

Harlan R. Crow Trammell Crow Company 2001 Ross Avenue, Suite 3200 Dallas, Texas 75201	Vice President
--	----------------

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J. Ronald Terwilliger
Trammell Crow Residential
2859 Paces Ferry Road, Suite 1400
Atlanta, Georgia 30339

Vice President

Thomas J. Patterson
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Vice President

Randy J. Pace
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Treasurer

Randy J. Pace
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Secretary

Brad D. Bryant
Trammell Crow Residential
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

Assistant Secretary

Deborah L. Fish
Trammell Crow Residential
6400 Congress Avenue, Suite 2000
Boca Raton, Florida 33487

Assistant Secretary

Lee Ann Shamblin
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Assistant Secretary

Peggy E. Brown
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Assistant Secretary

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Penny A. Lincoln
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Assistant Secretary

Phyllis R. Cephas
Trammell Crow Residential
717 North Harwood, Suite 1200
Dallas, Texas 75201

Assistant Secretary

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The State of Texas

SECRETARY OF STATE

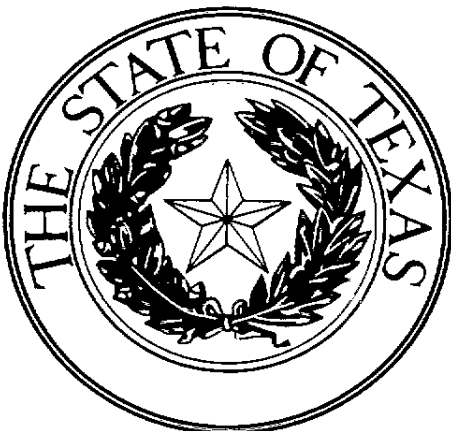
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR SFA ACQUISITIONS, INC.
File No. 1482933-0

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 March 18, 1998.*



Alberto R. Gonzales
Secretary of State

DAE