



717 North Harwood
Suite 1200 • Lock Box 128
Dallas, Texas 75201

F 9800 000 1592

September 10, 1998

Secretary of State
Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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-09/14/98--01108--023
*****36.25 *****36.25

RE: Withdrawal of foreign corporation - TCR SFA ACQUISITIONS, INC.

Gentlemen:

It is the desire of TCR SFA Acquisitions, Inc. to be released from doing business in the State of Florida. In accordance with Section 607.0120 of the Florida Statutes, we are attaching the following form to facilitate this withdrawal:

Application by Foreign Corporation for Withdrawal of Authority
to Transact Business or Conduct Affairs in Florida

If everything is in order, please forward evidence of withdrawal to me at the following address as soon as possible:

TCR SFA Acquisitions, Inc.
C/o Trammell Crow Residential
717 N. Harwood, #1200, LB128
Dallas, Texas 75201

If anything further is needed, you may call me at (214) 922-8431, mail a message to the above address, or fax your comments to (214) 922-8466. Thank you for your assistance in this matter.

Yours truly,

TCR SFA ACQUISITIONS, INC.

Peggy E. Brown

Peggy E. Brown
Assistant Secretary

Enc.

FILED
98 SEP 14 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
F98000001592
2pgs FF With
*Cert Copy
*Cert of Gen
9-14-98

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

TCR SFA ACQUISITIONS, INC.

(Name of Corporation)

TEXAS

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

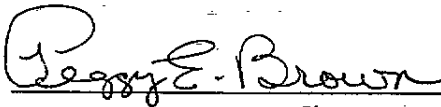
717 N. Harwood, #1200, Lock Box 128

(Mailing Address)

Dallas, Texas 75201

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Assistant Secretary

Title

Peggy E. Brown

Typed or printed name

September 10, 1998

Date

FILED
SEP 18 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA