



F980000003808

ACCOUNT NO. : 072100000032

REFERENCE : 879622 : 4348748

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 70.00

ORDER DATE : July 2, 1998

ORDER TIME : 9:51 AM

ORDER NO. : 879622-005

CUSTOMER NO: 4348748

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

98 JUL -6 AM 11:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

mtu
7/6

900002580059---1

FOREIGN FILINGS

NAME: TCR DEVELOPMENT BV PLACE,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
98 JUL -6 AM 10:38
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 DEVELOPMENT BV PLACE, 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. _____
(FEI number, if applicable)
4. July 2, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Date of filing
(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, TX 75201
Real Estate Development
(Current mailing address)
8. _____
(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)

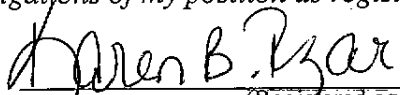
Name: Corporation Service Company

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.


Karen B. Rozar, As Its 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 11:18

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. 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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 11:19

If anything further is necessary, please call me at (214) 922-8431, and thank you for your assistance in this matter.

Yours truly,

TCR DEVELOPMENT BV PLACE, INC.

by: Peggy E. Brown
Peggy E. Brown, Assistant Secretary

Enc.

cc: Mr. Kelly Courtney, CSC/Austin

Ps. I'll call you Monday with
the EIN No.

PEB

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 11:19

DIRECTORS AND OFFICERS OF
TCR DEVELOPMENT BV PLACE, INC.

DIRECTORS:

Douglas A. Hoeksema	541 South Orlando Ave. Suite 210 Maitland, FL 32751
J. Ronald Terwilliger	2859 Paces Ferry Road, #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, #3200 Dallas, TX 75201
J. Ronald Terwilliger Vice President	2850 Paces Ferry Road, #1400 Atlanta, GA 30339
Thomas J. Patterson Vice President/Secretary/Treasurer	717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201
Randy J. Pace Vice President	717 N. Harwood, Suite 1200 Dallas, TX 75201
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
Laura E. Hopkins Assistant Secretary	717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201
Joan C. Zanowick Assistant Secretary	541 South Orlando Ave. Suite 210 Maitland, FL 32751

98 JUL -6 AM 11:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR DEVELOPMENT BV PLACE, INC.
File No. 1496920-0

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -6 AM 11:30



*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 July 3, 1998.*

DLM

Alberto R. Gonzales
Secretary of State