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ACCOUNT NO. : 072100000032

REFERENCE : 088283 4348748

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 78.75

ORDER DATE : January 5, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 088283-005

CUSTOMER NO: 4348748

100002731821--0

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

FOREIGN FILINGS

NAME: TCR DUNES, INC.

FILE FIRST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

RECEIVED
99 JAN -6 AM 11:27
CSC THE UNITED STATES 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 Dunes, 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 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 5, 1999 5. Perpetual
(Date of Incorporation) (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 N. Harwood, Suite 1200, LB 128, Dallas, TX 75201

(Current mailing address)

8. Real estate 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.

By: Karen B. Rozar **Karen B. Rozar, As Its**
(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.

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)

**DIRECTORS AND OFFICERS OF
TCR DUNES, INC.**

DIRECTORS:

Harlan R. Crow	2001 Ross Avenue, Suite 3200 Dallas, TX 75201
Douglas A. Hoeksema	541 South Orlando Avenue, Suite 210 Maitland, FL 32751
J. Ronald Terwilliger	2859 Paces Ferry Road, Suite 1100 Atlanta, GA 30339

OFFICERS:

Douglas A. Hoeksema, President	541 South Orlando Avenue, Suite 210 Maitland, FL 32751
Harlan R. Crow, Vice President	2001 Ross Avenue, Suite 3200 Dallas, TX 75201
J. Ronald Terwilliger, Vice President	2859 Paces Ferry Road, Suite 1100 Atlanta, GA 30339
Michael Collins, Vice President	1810 Gateway Drive, Suite 100 San Mateo, CA 94404
Randy J. Pace, Vice President, Secretary, Treasurer	717 N. Harwood, Suite 1200 Dallas, TX 75201
Thomas J. Patterson, Vice President, Assistant Treasurer	717 N. Harwood, Suite 1200 Dallas, TX 75201
Joan C. Zanowick, Assistant Secretary	541 South Orlando Avenue, Suite 210 Maitland, FL 32751
Laura Hopkins, Assistant Secretary	717 N. Harwood, Suite 1200 Dallas, TX 75201
Lee Ann Shamblin, Assistant Secretary	717 N. Harwood, Suite 1200 Dallas, TX 75201
Peggy E. Brown, Assistant Secretary	717 N. Harwood, Suite 1200 Dallas, TX 75201



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR DUNES, INC.
File No. 1517673-00

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 5, 1999.*

Alberto R. Gonzales
Secretary of State

DAE