F990000009975



ACCOUNT NO. : 072100000032

REFERENCE :

265770

4348748

AUTHORIZATION

COST LIMIT :

\$ 70.00

ORDER DATE : June 7, 1999

ORDER TIME : 3:14 PM

ORDER NO. : 265770-005

CUSTOMER NO: 4348748

500002898835--5

CUSTOMER: Ms. Peggy Brown

Trammell Crow Residential Suite 1200 Lock Box 128

717 North Harwood Dallas, TX 75201

FOREIGN FILINGS

NAME:

TCR BV PLACE II, INC.

XXXX_ QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

AL BUN 1 0 1999.

CONTACT PERSON: Jeanine Reynolds

AL JUN 1 0 1999

FLORIDA DEPARTMENT OF STATE

Katherine Harris Secretary of State

June 9, 1999

CSC

RESUBMIT

Please give original supmission date as file date.

SUBJECT: TCR BV PLACE II, INC. Ref. Number: W99000013415

We have received your document for TCR BV PLACE II, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt Document Specialist

Letter Number: 499A00031110

RECTIVED

FILED
SECRETARY OF STATE
DIVISION OF COMPORATIONS

99 IIIN -8 PM 1: 32

TRANSMITTAL LETTER

То:	Qualification/Tax Lien Section Division of Corporations		
SUBT	ECT: TCR BV PLACE II, INC.	-	<u> </u>
5023	(Name of corporate	ion - must include suffix)	
	Sir or Madam:		-
"Certi	nclosed "Application by Foreign Corporation for ficate of Existence", and check are submitted to a sact business in Florida.	or Authorization to Transact pregister the above reference	Business in Florida", ed foreign corporation
Please	e return all correspondence concerning this matt	er to the following:	
	PEGGY E. BROWN, ASSISTANT S	ECRETARY	
	(Name	of Person)	
	TCR BV PLACE II, INC.		
		Company)	
	717 N. HARWOOD, #1200		
		idress)	
	DALIAS, TX 75201		
		State/Zip)	
			,
Shou	ald you need to call someone concerning this ma	tter, please call:	
	GY E BROWN at (21	4) 922-8400	
PEG	GY E. BROWN at (21 (Are Name of Person)	ea Code & Daytime Telephor	ne Number)
	`		SECRETARY 99 JUN -8
			皇蜀
STR	EET ADDRESS:	MAILING ADDRESS:	6 35
Divi	lification/Tax Lien Section sion of Corporations E. Gaines St.	Qualification/Tax Lien S Division of Corporations P.O. Box 6327	
Talla	ahassee, FL 32399	Tallahassee, FL 32314	? 5
Enc	losed is a check for the following amount:		
0	\$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status	□ \$78.75 Filing Fee & Certified Copy	\$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

(Name of corpo	ration; must include the word "INCORPORATED lations of like import in language as will clearly increpartnership if not so contained in the name at present	licate that it is a corporation instead of a
TEXA	S	3. APPLIED FOR
(State or country	y under the law of which it is incorporated)	(FEI number, if applicable)
JUNE 7, 19	99 5. PERPE	TUAL
(Da	te of incorporation) (Durat	ion: Year corp. will cease to exist or "perpetual")
DATE OF F	LING	
	t transacted business in Florida.) (SEE SECTION RWOOD, #1200; DALLAS, TX 75201	
REAL ESTA	(Current mailing addres	s)
(Purpose	(s) of corporation authorized in home state or cou	ntry to be carried out in state of Florida)
. Name and st	reet address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable
Name:	Corporation Service Company	
lifice 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.

Corporation Service Company

By:

(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.

. DIREC	TORS (Street address only - P.O. Box NOT acceptable)	
hairman:	See attached officers/directors rider	
ddroce:		
uuress		
-		
ice Chain	man:	
ddress: _		
irector:		
ddress: .		
irector: .		
ddress:		
. OFFI	CERS (Street address only - P.O. Box NOT acceptable)	
acident:	See attached officers/directors rider	
ddress:		
ice Pres	ident:	
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ecretary		96 DIVISI SI
Address:		
		工程
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100,000.		3 5
	the application listing additional officers and/or directors.	4 - 8,
NOTE	If necessary, you may attach an addendum to the application listing additional officers and/or directors.	
13	(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)	
14. PE	GGY E. BROWN, ASSISTANT SECRETARY (Typed or printed name and capacity of person signing application)	

DIRECTORS AND OFFICERS OF TCR BV PLACE II, INC.

DIRECTORS:

Douglas A. Hoeksema

541 South Orlando Avenue

Suite #210

Maitland, FL 32751

Harlan R. Crow

2001 Ross Avenue,

Suite 3200

Dallas, TX 75201

J. Ronald Terwilliger

2859 Paces Ferry Road,

Suite 1100

Atlanta, GA 30339

OFFICERS:

Douglas A. Hoeksema

President

541 S. Orlando Avenue

Suite 210

Maitland, FL 32751

J. Ronald Terwilliger

President

2859 Paces Ferry Road

Suite 1100

Atlanta, GA 30339

Michael Collins

Vice President

1810 Gateway Dr.

Suite #100

San Mateo, CA 94404

Harlan R. Crow

Vice President

2001 Ross Avenue, #3200 **Suite 3200**

Dallas, TX 75201

Thomas J. Patterson

Vice President/Assistant Treasurer

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 Zanowick Assistant Secretary

541 South Orlando Avenue

Suite 210

Maitland, FL 32751

Peggy E. Brown Assistant Secretary

717 N. Harwood Suite 1200, LB128 Dallas, TX 75201

Laura Hopkins Assistant Secretary

717 N. Harwood Suite 1200, LB128 Dallas, TX 75201

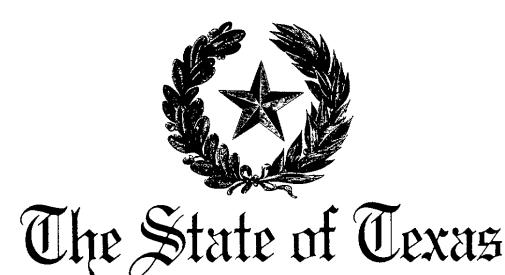
Lee Ann Shamblin Assistant Secretary

717 N. Harwood Suite 1200, LB128 Dallas, TX 75201

Faye Thetford Assistant Secretary

717 N. Harwood Suite 1200, LB128 Dallas, TX 75201

SECRETARY OF STATIOHS
DIVISION OF CORPORATIOHS

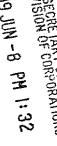


SECRETARY OF STATE

IT IS HEREBY CERTIFIED that Articles of Incorporation of

TCR BV PLACE II, INC. File No. 01538049-00

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 June 8, 1999.

> Elton Bomer Secretary of State

MAC