



THE UNITED STATES
CORPORATION
COMPANY

F99000006186

ACCOUNT NO. : 072100000032

REFERENCE : 493685 4348748

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizot

ORDER DATE : November 24, 1999

ORDER TIME : 5:07 PM

ORDER NO. : 493685-015

400003057144--8

CUSTOMER NO: 4348748

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

FOREIGN FILINGS

NAME: TCR BVG, INC.

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: Janna Wilson

h/r 11/30/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 30 AM 10:11

RECEIVED
99 DEC -1 AM 8:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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.

FILED
SECRETARY OF STATE
99 NOV 30 AM 10:11
CORPORATIONS

1. TCR BVG, 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. 75

(FEI number, if applicable)

4. 11/24/99

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 11/24/99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 717 North Harwood, Suite 1200, L.B. 128

Dallas, TX 75201

(Current mailing address)

8. Any lawful business.

(Purpose(s) of corporation authorized in home state or country to be carried out in 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.

Corporation Service Company

By: Deborah D. Skippe

(Registered agent's signature)

Deborah D. Skippe
as its agent

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

14. _____
(Typed or printed name and capacity of person signing application)

DIRECTORS AND OFFICERS OF
TCR BVG CONSTRUCTION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 30 AM 10:11

DIRECTORS:

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

OFFICERS:

Douglas A. Hoeksema President	541 South Orlando Ave. Suite 210 Maitland, FL 32751
Harlan R. Crow Vice President	2100 McKinney Suite 17 Dallas, TX 75201
J. Ronald Terwilliger Vice President	2859 Paces Ferry Road Suite 1100 Atlanta, GA 30339
Michael Collins Vice President	1810 Gateway Dr. Suite #100
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
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

Joan Zanowick
Assistant Secretary

541 South Orlando Ave.
Suite 210
Maitland, FL 32751

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The State of Texas

SECRETARY OF STATE

FILED
DIVISION OF CORPORATIONS
NOV 30 AM 10:11 '99

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR BVG, INC.
File No. 1559431-00

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 November 29, 1999.*



Elton Bomer
Secretary of State

DAE