

A94D00000205

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 98 FEB 19 PM 1:19

HOLLAND KNIGHT
 Requester's Name
 365 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Pinellas Bay Vista Partners, Ltd A94-205
 (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

- Walk in
 Pick up time 4:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

500002435055--0
 -02/19/98-01016-027
 *****840.00 *****105.00

RECEIVED
 98 FEB 19 AM 11:23
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials	
---------------------	--

SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

PINELLAS BAY VISTA PARTNERS, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:11

The undersigned General Partner of **PINELLAS BAY VISTA PARTNERS, LTD.**, Florida limited partnership (the "Partnership"), has executed this Second Amendment Certificate of Limited Partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (the "Act") and certifies as follows:

I. Name

The name of the Partnership is **PINELLAS BAY VISTA PARTNERS, LTD.**

II. Certificate Filing Date

The Partnership's Certificate of Limited Partnership was filed with and approved by the Secretary of State of Florida on February 21, 1994.

III. Amendment

The Certificate of Limited Partnership is hereby amended by deleting Articles II, III and IV and replacing them entirely as follows:

II. Name and Address of Registered Agent. The name and address of the registered agent and office for service of process of the limited partnership shall be:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

III. General Partner. The name and business address of the General Partner is as follows:

Highwoods/Florida Holdings, L.P.
3100 Smoketree Court
Suite 600
Raleigh, North Carolina 27604

896-467

IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

c/o Highwoods/Florida L.P.
3100 Smoketree Court
Suite 600
Raleigh, North Carolina 27604

The undersigned General Partner of the Partnership, hereby executes this Second Amendment to the Certificate of Limited Partnership effective as of February 4, 1998 on this 4th day of February, 1998.

HIGHWOODS/FLORIDA HOLDINGS, L.P.,
a Florida limited partnership

By: HIGHWOODS/FLORIDA GP, CORP.,
a Delaware corporation, as its general
partner

By: 
Richard Nash, Vice President

MIA4-589904

**SIGN
HERE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:19

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS AS REGISTERED AGENT.

CT CORPORATION SYSTEM

SIGNATURE *Vicky Goldstein*

Name: VICKY GOLDSTEIN

Title: SPECIAL ASSISTANT SECRETARY

DATE 2/18/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 1:19