315 SOUTH CALHOUN STREET Address Tallahassee, Florida 32301 City/State/Zip Phone # Office Use Only 224-7000 CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time 4:00 Certified Copy Updater Verityer Walk in Certificate of Statusowig Will wait Photocopy Mail out W. P. Ver AMENDMENTS NEW FILINGS Profit Amendment Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability 30000243509 Dissolution/Withdrawal Domestication -02/19/98--01016--027 ****840.00 ****105.00 Merger Other

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/S-QUALIFICATION S
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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Examiner's Initials	

SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

INTERSTATE BUSINESS PARK, LTD.

PM : 20 ORPORATIONS
: 20 LTD., a Florida
to Certificate of
Iniform Limited

B96-467

The undersigned General Partner of INTERSTATE BUSINESS PARK, LTD., a Florida limited partnership (the "Partnership"), has executed this Second Amendment to 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 INTERSTATE BUSINESS PARK, 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 July 12, 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. <u>Name and Address of Registered Agent</u>. 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. <u>General Partner</u>. 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

IV. <u>Location of Principal Place of Business and Mailing Address</u>. 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

Richard Nash, Vice Presiden

MIA4-589904

SECRETARY OF STATE SIVISION OF CORPORATION OF CORPO

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 Uncky the dateix
Name:
Title: VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY
DATE <u>21/8/98</u>