

A9500000655

98 FEB 19 PM 1:20

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Register's Name
 315 SOUTH CLAYTON STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

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

1. Downtown Clearwater Tower, Ltd. A95-655
 (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	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>

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

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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 DEPARTMENT OF
 DIVISION OF
 TALLAHASSEE

800002435048-2

-02/19/98-01016-027

***\$840.00 ***\$105.00

Examiner's Initials	
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FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
DOWNTOWN CLEARWATER TOWER, LTD.

The undersigned General Partner of **DOWNTOWN CLEARWATER TOWER, LTD.**, a Florida limited partnership (the "Partnership"), has executed this First 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 **DOWNTOWN CLEARWATER TOWER, 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 April 25, 1995.

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

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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 First 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

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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: _____

Title: _____

DATE 2/18/98

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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