

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 14 PM 12:31

1. Name of Limited Partnership	1a. DOCUMENT # A95000000655
DOWNTOWN CLEARWATER TOWER, LTD.	



Mailing Address HILL WARD & HENDERSON P.O. BOX 2231 TAMPA FL 33601-2231	Principal Office Address C/O HIGHWOODS/FLORIDA L.P. 3100 SMOKETREE COURT, SUITE 600 RALEIGH NC 27604	3. Date Formed or Registered 04/25/1995	5a. Capital Contributions as Shown on record. \$2,300,000.00
		3a. Date of Last Report 12/31/1997	5b. Amount of Capital Contributions in FLORIDA to date:
		4. State or Country of Formation FL	
2. Mailing Address	2a. Principal Office Address	6. FEI Number 59-3315162	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
City & State	City & State	8. Make check payable to: Dept. of State (See reverse side for fee information)	
Zip Country	Zip Country		

9. Name and Address of Current Registered Agent JOHANNES, DALE 201 EAST PINE STREET, SUITE 475 ORLANDO FL 32801	10. If changed, new Registered Agent/Office
	Name
	Street Address (P.O. Box Number Is Not Acceptable)
	Suite, Apt. #, etc.
	City FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) HIGHWOODS/FLORIDA HOLDINGS,	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 3100 SMOKETREE COURT,	11b. City, State & Zip Code RALEIGH NC 27604	11c. Registration/Document Number B9600000467
600002721806-9 -12/23/97-01073-823 ****528.25 ****528.25			

CR2E003 (8/98)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *Gregg Gordon* DATE 12/18/98

Typed or Printed Name of General Partner Signing Form GREGG GORDON Daytime Telephone Number 919 825-6613