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LIMITED PARTNERSHIP AMENDMENT

CROSS BAYOU, LTD.

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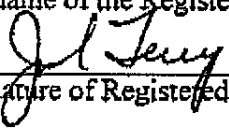
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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
CROSS BAYOU FLEXXSPACE, LTD.
(f/k/a CROSS BAYOU, LTD.)**

THE UNDERSIGNED, the general partner of **CROSS BAYOU FLEXXSPACE, LTD.**, f/k/a Cross Bayou, Ltd. (the "Partnership"), does hereby certify as follows for the purpose of amending and restating a certificate of limited partnership pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act:

1. The name of the Partnership is changed from "Cross Bayou, Ltd." to "Cross Bayou FlexxSpace, Ltd."
2. The Partnership's Certificate of Limited Partnership was originally filed on December 14, 1995.
3. Highwoods/Florida Holdings, L.P. has withdrawn as the general partner of the Partnership.
4. The Partners of the Partnership have agreed in writing to continue the business of the Partnership pursuant to Section 620.157 of the Florida Revised Uniform Limited Partnership Act.
5. The business address and the mailing address of the Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
6. The name of the Registered Agent for service of process is: Joel Levy.

(Signature of Registered Agent)
7. The address for the Registered Agent is 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.
8. The latest date upon which the Partnership is to be dissolved is December 31, 2046.

PREPARED BY:
Michael Basile, Esq.
Florida Bar No. 197599
STROOCK & STROOCK & LAVAN LLP
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2385

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9. The name and business address of the new general partner of the Partnership is Pinellas FlexxSpace LLC, a Florida limited liability company, with offices at 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

Signed this ____ day of December, 1999.

L99-9094

GENERAL PARTNER:

PINELLAS FLEXXSPACE LLC, a Florida limited liability company

By: AP-ADLER INVESTMENT FUND 2, L.P., a Delaware limited partnership, its managing member

By: ADLER NEWCO GP 2, INC., a Florida corporation, its managing general partner

By: Joel Levy
Joel Levy, Executive Vice President

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Certificate of Limited Partnership of Pinellas FlexxSpace, Ltd. (the "Partnership"), or who presented _____ as identification, and he acknowledged to me and before me that he executed this Affidavit as Executive Vice President of Adler Newco GP 2, Inc. and that said corporation is the general partner of AP-Adler Investment Fund 2, L.P., the Delaware limited partnership that is the managing member of Pinellas FlexxSpace LLC, a Florida limited liability company that is the general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of December, 1999.

(SEAL)

My commission expires:

30072604.01

Carol A. Nazarkewich
Notary Public, State of Florida

