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C T CORPORATION SYSTEM

Requestor's Name 660 East Jefferson Street Address Tallahassee, Florida 32301 City State Zip Phone

CORPORATION(S) NAME

400001962614 -10/02/96--01029--018 \*\*\*\*156.80 \*\*\*\*156.80

Highwoods/Florida GP, limited Partnership

- ( ) Profit ( ) NonProfit ( ) Limited Liability Company ( ) Foreign ( ) Annual Report ( ) Reservation ( ) Photo Copies ( ) Call When Ready ( ) Walk In ( ) Mail Out ( ) Amendment ( ) Dissolution/Withdrawal ( ) Other ( ) Change of S.A. ( ) Fictitious Name ( ) CUS ( ) Call If Problem ( ) Will Wait ( ) After 4:30 ( ) Pick Up ( ) Merger ( ) Mark

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Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. The name of the limited partnership as it is in the home state is "Highwoods/Florida Holdings GP, L.P."
2. If the above name is unavailable, the name under which the limited partnership proposes to register or transact business in Florida is "Highwoods/Florida GP, Limited Partnership".
3. The above limited partnership was formed in the state of Delaware.
4. The limited partnership was formed on September 18, 1996.
5. The name of the registered agent for service of process is C T Corporation System.
6. The street address of the registered office is:  
c/o C T Corporation System  
1220 South Pine Island Road  
Plantation, Florida 33324
7. Acceptance by the registered agent for service of process.

C T Corporation System

Janie Bryan  
(Officer must sign on this line)  
JANNIE BRYAN  
SPECIAL ASSISTANT SECRETARY  
\_\_\_\_\_  
(Type name and title of officer)

8. The address of the registered office required in the state of formation is as follows:  
The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, New Castle County, Delaware 19801
9. The name and address of the sole general partner are:  
Highwoods/Florida GP Corp.  
3100 Smoketree Court, Suite 600  
Raleigh, North Carolina 27604

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10. The office where names, addresses and contributions of limited partners are kept is as follows:

3100 Smoketree Court, Suite 600  
Raleigh, North Carolina 27604

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner (or limited partners) until the Limited Partnership's registration in Florida is canceled or withdrawn.

12. The mailing address of the Limited Partnership is:  
3100 Smoketree Court, Suite 600  
Raleigh, North Carolina 27604

This 25<sup>th</sup> day of September, 1996.


HIGHWOODS/FLORIDA GP CORP., general partner

  
\_\_\_\_\_  
Edward J. Fritsch, Vice President and Secretary

State of North Carolina

County of Wake

The foregoing instrument was acknowledged and sworn to before me this 25<sup>th</sup> day of September, 1996, by Edward J. Fritsch, Vice President and Secretary of Highwoods/Florida GP Corp., the general partner of Highwoods/Florida Holdings GP, L.P., a Delaware limited partnership, on behalf of the Limited Partnership.

  
\_\_\_\_\_  
Notary Public

State of North Carolina at large  
My Commission Expires: 6/18/2001

(SEAL)

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Before me, the undersigned, personally appeared Edward J. Fritsch, Vice President and Secretary of Highwoods/Florida GP Corp., the general partner of Highwoods/Florida Holdings GP, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

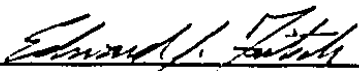
1. The amount of capital contributions of the limited partners is \$9,900.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$9,900.00.

This 25<sup>th</sup> day of September, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

HIGHWOODS/FLORIDA GP CORP., general partner

  
\_\_\_\_\_  
Edward J. Fritsch, Vice President and Secretary

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STATE OF NORTH CAROLINA  
COUNTY OF WAKE  
DATE: September 15, 1996

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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 Edward J. Fritsch, Vice President and Secretary of Highwoods/Florida GP Corp., general partner of Highwoods/Florida Holdings GP, L.P., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as Vice President and Secretary of 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 15<sup>th</sup> day of September, 1996.

*Kathleen O. Smith*  
Notary Public

State of North Carolina at large  
My Commission Expires: 6-18-2001

(SEAL)