

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1996
 FLORIDA DEPARTMENT OF STATE
 Secretary of State
 DIVISION OF CORPORATIONS

B96000000380

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

96 DEC 27 PM 12:49

BK 12/27/96

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership **1a. DOCUMENT #**
B96000000380

Highwoods/Florida Holdings GP, LP

2. New Mailing Address, If Applicable

Suite, Apt. # etc.

City, State & Zip

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

Mailing Address Principal Office Address

**3100 Smoketree Court, Suite 600
Raleigh, NC 27604**

If above addresses are incorrect in any way, write through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in FLORIDA **3a. Date of Last Report** **4. State or Country of Formation**
9/26/96 **Delaware**

City, State & Zip

5a. Capital Contributions as Shown on Record **5b. Amount of Capital Contributions in FLORIDA to date** **6. FEI Number** **7. CERTIFICATE OF STATUS REQUIRED**
9,900 **9,900** **56-1993394** Applied For Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
 2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
 THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
 Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
 MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent **10. If changed, new Registered Agent/Office**
C T Corporation System
1220 South Pine Island Road
Plantation, Florida 33324
 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)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
Highwoods/Florida GP Corporation	3100 Smoketree Court Suite 600	Raleigh, NC 27604	F96000004961

600002050296--3
-01/08/97--01040--015
******208.75 ****208.75**

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 *Highwoods/Florida GP* *Carman J. Luizzo* VP & CFO DATE **12/23/96**
 Typed or Printed Name of General Partner Signing Form **SARMAN J. LUZZO** Telephone Number **919-875-6605**

CR2E003 (6/95)