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C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

200002567822-8
-06/22/98--01061--005
***105.00 ***105.00

Highwoods/FLORIDA Holdings GP, L.P.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership *CANCELLATION*
- Reinstatement
- Certified Copy
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Please call Jeff Butterfield
if any problems/questions.

THANKS !

6/22

MK a/p/r/y

**CERTIFICATE OF CANCELLATION
FOR
HIGHWOODS/FLORIDA HOLDINGS GP, L.P.**

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Pursuant to the provisions of section 620.174, Florida Statutes, this foreign limited partnership hereby submits this certificate of cancellation in order to cancel its registration with the Florida Department of State. The cancellation is due to a merger of Highwoods/Florida Holdings GP, L.P. into Highwoods/Florida Holdings, L.P. filed in Delaware on December 31, 1997, a copy of which is attached.

STATE OF NORTH CAROLINA

COUNTY OF WAKE

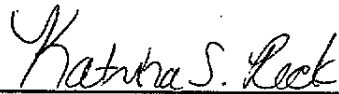
On this 19th day of June, 1998, Carman J. Liuzzo, Vice President and CFO of Highwoods/Florida GP Corp., General Partner of Highwoods/Florida Holdings GP, L.P., personally appeared before me, who is personally known to me.

HIGHWOODS/FLORIDA HOLDINGS GP, L.P.

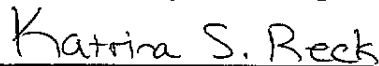
By: Highwoods/Florida GP Corp.,
General Partner



Carman J. Liuzzo
Vice President and CFO



Notary Public Signature



Notary's Printed Name

My Commission Expires: 6-18-2001

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"HIGHWOODS/FLORIDA HOLDINGS GP, L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "HIGHWOODS/FLORIDA HOLDINGS, L.P." UNDER THE NAME OF "HIGHWOODS/FLORIDA HOLDINGS, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2664790 8100M

981235637

AUTHENTICATION:

DATE:

9146778

06-18-98

12-31-97
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CERTIFICATE OF MERGER

OF

HIGHWOODS/FLORIDA HOLDINGS GP, L.P., a Delaware limited partnership

AND

HIGHWOODS/FLORIDA HOLDINGS, L.P., a Delaware limited partnership

Pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, the undersigned entities hereby execute this certificate of merger for the purpose of merging into a single limited partnership:

ARTICLE I.

Highwoods/Florida Holdings, L.P., a Delaware limited partnership (the "Surviving Entity"), and Highwoods/Florida Holdings GP, L.P., a Delaware limited partnership (the "Merging Entity"), agree to merge in accordance with an Agreement and Plan of Merger approved, adopted, certified, executed and acknowledged by each entity in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

ARTICLE II.

The name of the Surviving Entity shall be Highwoods/Florida Holdings, L.P.

ARTICLE III.

The Certificate of Limited Partnership of the Surviving Entity in effect at the Effective Date of the merger shall be the Certificate of Limited Partnership of the Surviving Entity following the Effective Date, until thereafter changed, amended or repealed as provided therein or by applicable law, which power to amend or repeal is hereby expressly reserved.

ARTICLE IV.

The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, such address being:

3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604

A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any partner or stockholder of any constituent entity.

ARTICLE V.

This Certificate of Merger shall be effective on filing.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed by the parties hereto by their duly authorized representatives this 31st day of December, 1997.

HIGHWOODS/FLORIDA HOLDINGS GP, L.P.

By: HIGHWOODS/FLORIDA GP CORP.
general partner

By: /s/ RONALD P. GIBSON
Ronald P. Gibson, President

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HIGHWOODS/FLORIDA HOLDINGS, L.P.

By: HIGHWOODS/FLORIDA HOLDINGS GP,
L.P., its general partner

By: HIGHWOODS/FLORIDA GP
CORP., its general partner

By: /s/ RONALD P. GIBSON
Ronald P. Gibson, President