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Document Number Only

CT CORPORATION SYSTEM
660 EAST JEFFERSON STREET
Requestor's Name
TALLAHASSEE, FL 32301
Address
222-1092
City State Zip Phone

CORPORATION(S) NAME

Jeff w/CT Corp. Sys.
AUTHORIZATION
12/5/97
LOG FRAM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 DEC -51 AM 11:25
FILED

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- Sharon 1-800-241-8922*
- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.
☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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- ☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call if Problem
☐ Will Wait

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Verifier	<i>Wet</i>
Acknowledgment	<i>Wet</i>
W.P. Verifier	<i>Wet</i>

DEC 05 1997

FEES
D. COPY 625.00
R. AGENT 32.50
TOTAL 657.50

BALE... Thanks,
RE... Jeff

STATEMENT OF PARTNERSHIP MERGER/
ARTICLES OF MERGER

BETWEEN

319 CLEMATIS ASSOCIATES, LTD., a Florida limited partnership, **ACP - ATRIUM CG, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - DADELAND, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - F, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - LAKEVIEW, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - LEE ROAD, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - L, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP PINE STREET, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - TAMPA BAY, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - W, LIMITED PARTNERSHIP**, a Florida limited partnership, **EASTPOINTE TOWERS ASSOCIATES, LTD.**, a Florida limited partnership, **ELLER DRIVE LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP VENTURE I LIMITED PARTNERSHIP**, a Delaware limited partnership, **SCG - ACP MASTER LIMITED PARTNERSHIP**, a Delaware limited partnership, **SCG - ACP I LIMITED PARTNERSHIP**, a Delaware limited partnership, **SOFI - IV TAMPA OFFICE LIMITED PARTNERSHIP**, a Delaware limited partnership, **ACP - 5400, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - C, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - GRAND, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - I, LIMITED PARTNERSHIP**, a Florida limited partnership, **SOFI - IV TALLAHASSEE OFFICE LIMITED PARTNERSHIP**, a Delaware limited partnership, **ACP - SOUTHPOINT, LIMITED PARTNERSHIP**, a Florida limited partnership, **ACP - REFLECTIONS, LIMITED PARTNERSHIP**, a Florida limited partnership, and **ONE WINTER PARK ASSOCIATES**, a Florida partnership

AND

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

Pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Sections 620.8905 and 620.8907 of the Florida Statutes, the undersigned entities hereby execute these articles of merger for the purpose of merging into a single Delaware limited partnership.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC -5 AM 11: 25

FILED

ARTICLE I

319 Clematis Associates, Ltd., a Florida limited partnership, ACP - Atrium CG, Limited Partnership, a Florida limited partnership, ACP - Dadeland, Limited Partnership, a Florida limited partnership, ACP - F, Limited Partnership, a Florida limited partnership, ACP - Lakeview, Limited Partnership, a Florida limited partnership, ACP - Lee Road, Limited Partnership, a Florida limited partnership, ACP - L, Limited Partnership, a Florida limited partnership, ACP Pine Street, Limited Partnership, a Florida limited partnership, ACP - Tampa Bay, Limited Partnership, a Florida limited partnership, ACP - W, Limited Partnership, a Florida limited partnership, Eastpointe Towers Associates, Ltd., a Florida limited partnership, Eller Drive Limited Partnership, a Florida limited partnership, ACP Venture I Limited Partnership, a Delaware limited partnership, SCG - ACP Master Limited Partnership, a Delaware limited partnership, SCG - ACP I Limited Partnership, a Delaware limited partnership, SOFI - IV Tampa Office Limited Partnership, a Delaware limited partnership, ACP - 5400, Limited Partnership, a Florida limited partnership, ACP - C, Limited Partnership, a Florida limited partnership, ACP - Grand, Limited Partnership, a Florida limited partnership, ACP - I, Limited Partnership, a Florida limited partnership, SOFI - IV Tallahassee Office Limited Partnership, a Delaware limited partnership, ACP - Southpoint, Limited Partnership, a Florida limited partnership, ACP - Reflections, Limited Partnership, a Florida limited partnership, and One Winter Park Associates, a Florida partnership; (the "Merging Entities") and Highwoods/Florida Holdings, L.P., a Delaware limited partnership (the "Surviving Entity"), agree to merge in accordance with an Agreement and Plan of Merger approved, adopted, certified, executed and acknowledged by the Surviving Entity and each of the Merging Entities in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act and Section 620.8905 of the Florida Statutes.

ARTICLE II

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

ARTICLE III

The address of the Surviving Entity's chief executive office is:

3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604

The surviving Entity has an address in the State of Florida at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

ARTICLE IV

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 Delaware law, which power to amend or repeal is hereby expressly reserved.

ARTICLE V

The 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 of any constituent entity.

ARTICLE VI

These Articles of Merger shall be effective on filing.

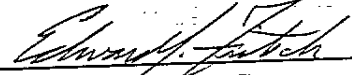
IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties hereto by their duly authorized representatives this 24th day of November, 1997.


HIGHWOODS/FLORIDA HOLDINGS, L.P., by

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

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

ATTEST:


Edward J. Fritsch, Secretary

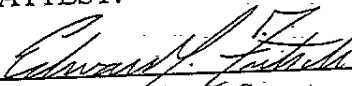
By: 
Carman J. Liuzzo, Vice President

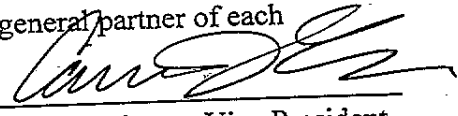
319 CLEMATIS ASSOCIATES, LTD.,
ACP - ATRIUM CG, LIMITED PARTNERSHIP,
ACP - DADELAND, LIMITED PARTNERSHIP,
ACP - F, LIMITED PARTNERSHIP,
ACP - LAKEVIEW, LIMITED PARTNERSHIP,
ACP - LEE ROAD, LIMITED PARTNERSHIP,
ACP - L, LIMITED PARTNERSHIP,
ACP - PINE STREET, LIMITED PARTNERSHIP,
ACP - TAMPA BAY, LIMITED PARTNERSHIP,
ACP - W, LIMITED PARTNERSHIP,
EASTPOINTE TOWERS ASSOCIATES, LTD.,

ACP VENTURE I LIMITED PARTNERSHIP,
ACP - 5400, LIMITED PARTNERSHIP,
ACP - C, LIMITED PARTNERSHIP,
ACP - GRAND, LIMITED PARTNERSHIP,
ACP - I, LIMITED PARTNERSHIP,
SOFI - IV TALLAHASSEE OFFICE LIMITED
PARTNERSHIP, and
ACP - SOUTHPOINT, LIMITED PARTNERSHIP

By: HIGHWOODS PROPERTIES, INC.,
the sole general partner of each

ATTEST:


Edward J. Fritsch, Secretary

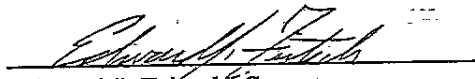
By: 
Carman J. Liuzzo, Vice President
and Chief Financial Officer

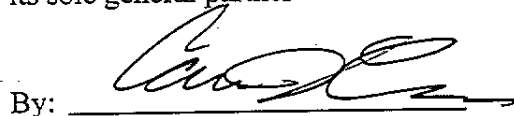
SCG - ACP MASTER LIMITED PARTNERSHIP,
SCG - ACP I LIMITED PARTNERSHIP,
SOFI - IV TAMPA OFFICE LIMITED
PARTNERSHIP, and
ACP - REFLECTIONS, LIMITED
PARTNERSHIP

By: HIGHWOODS/FORSYTH LIMITED
PARTNERSHIP, the sole general
partner of each

By: HIGHWOODS PROPERTIES, INC.,
its sole general partner

ATTEST:



Edward J. Eritsch, Secretary

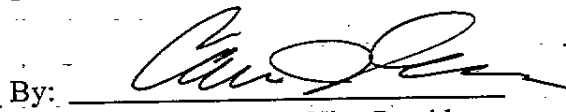
By: 
Carman J. Liuzzo, Vice President
and Chief Financial Officer

ONE WINTER PARK ASSOCIATES

By: HIGHWOODS PROPERTIES, INC., a
general partner

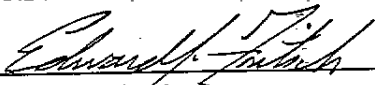
ATTEST:


Edward J. Eritsch, Secretary

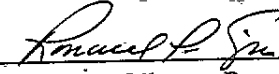
By: 
Carman J. Liuzzo, Vice President
and Chief Financial Officer

ELLER DRIVE LIMITED PARTNERSHIP

ATTEST:


Edward J. Fritsch, Secretary

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

By: 
Ronald P. Gibson, President

AGREEMENT AND PLAN OF MERGER

BETWEEN

319 CLEMATIS ASSOCIATES, LTD., ACP - ATRIUM CG, LIMITED PARTNERSHIP, ACP - DADELAND, LIMITED PARTNERSHIP, ACP - F, LIMITED PARTNERSHIP, ACP - LAKEVIEW, LIMITED PARTNERSHIP, ACP - LEE ROAD, LIMITED PARTNERSHIP, ACP - L, LIMITED PARTNERSHIP, ACP - PINE STREET, LIMITED PARTNERSHIP, ACP - TAMPA BAY, LIMITED PARTNERSHIP, ACP - W, LIMITED PARTNERSHIP, EASTPOINTE TOWERS ASSOCIATES, LTD., ELLER DRIVE LIMITED PARTNERSHIP, ACP VENTURE I LIMITED PARTNERSHIP, SCG - ACP I LIMITED PARTNERSHIP, SOFI - IV TAMPA OFFICE LIMITED PARTNERSHIP, ACP - 5400, LIMITED PARTNERSHIP, ACP - C, LIMITED PARTNERSHIP, ACP - GRAND, LIMITED PARTNERSHIP, ACP - I, LIMITED PARTNERSHIP, SOFI - IV TALLAHASSEE OFFICE LIMITED PARTNERSHIP, ACP - SOUTHPOINT, LIMITED PARTNERSHIP, ACP - REFLECTIONS, LIMITED PARTNERSHIP, ONE WINTER PARK ASSOCIATES AND SCG - ACP MASTER LIMITED PARTNERSHIP

AND

HIGHWOODS/FLORIDA HOLDINGS, L.P.

A. ENTITIES PARTICIPATING IN MERGER.

(i) 319 Clematis Associates, Ltd., ACP - Atrium CG, Limited Partnership, ACP - Dadeland, Limited Partnership, ACP - F, Limited Partnership, ACP - Lakeview, Limited Partnership, ACP - Lee Road, Limited Partnership, ACP - L, Limited Partnership, ACP - Pine Street, Limited Partnership, ACP - Tampa Bay, Limited Partnership, ACP - W, Limited Partnership, Eastpointe Towers Associates, Ltd., Eller Drive Limited Partnership, ACP - 5400, Limited Partnership, ACP - C, Limited Partnership, ACP - Grand, Limited Partnership, ACP - I, Limited Partnership and ACP - Southpoint, Limited Partnership, each a Florida limited partnership (the "Merging Florida Limited Partnerships"); and

(ii) SCG - ACP Master Limited Partnership, ACP Venture I Limited Partnership, SCG-ACP I Limited Partnership, SOFI - IV Tampa Office Limited Partnership, SOFI - IV Tallahassee Office Limited Partnership and ACP - Reflections, Limited Partnership, each a Delaware limited partnership (the "Merging Delaware Limited Partnerships"); and

(iii) One Winter Park Associates, a Florida partnership; and

(iv) Highwoods/Florida Holdings, L.P., a Delaware limited partnership (the "Surviving Entity"), the general partner of which is Highwoods/Florida Holdings GP, L.P., a Delaware limited partnership,

agree that the Merging Florida Limited Partnerships, the Merging Delaware Limited Partnerships and One Winter Park Associates (collectively, the "Merging Entities") shall merge into the Surviving Entity.

B. SURVIVING ENTITY.

After the merger, the Surviving Entity will have the name "Highwoods/Florida Holdings, L.P."

The Surviving Entity shall continue to be organized and governed by the laws of the State of Delaware.

The principal business office of the Surviving Entity will be:

3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604

C. MERGER.

Pursuant to the terms and conditions of this Agreement and Plan of Merger and Delaware law, the Merging Entities will merge into the Surviving Entity. Upon the merger becoming effective, the existence of the Surviving Entity will continue, the Surviving Entity shall succeed to all rights, assets, liabilities and obligations of the Merging Entities, and the separate existence of each of the Merging Entities shall cease. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

D. CANCELLATION OF OUTSTANDING PARTNERSHIP INTERESTS.

At the Effective Date, by virtue of the merger and without any action on the part of the holders thereof:

(a) All partnership interests of the Surviving Entity that are outstanding immediately prior to the Effective Date shall continue to be outstanding immediately after the Effective Date.

(b) All partnership interests of the Merging Entities issued and outstanding immediately prior to the Effective Date shall, *ipso facto*, cease to exist without any payment therefor.

E. CERTIFICATE OF LIMITED PARTNERSHIP AND PARTNERSHIP AGREEMENT.

The Certificate of Limited Partnership and Partnership Agreement of the Surviving Entity following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof and Delaware law, which power to amend or repeal is hereby expressly reserved. Such Certificate of Limited Partnership shall constitute the Certificate of Limited Partnership of the Surviving Entity separate

and apart from this Agreement and Plan of Merger and may be separately certificated as the Certificate of Limited Partnership of the Surviving Entity.

F. DISSENTING PARTNERS' RIGHTS.

Because there are no dissenting partners, there are no dissenting partners' rights.

G. WAIVER OF NOTICE.

By signing below, all partners of each of the Merging Entities hereby waive any and all requirements of notice or otherwise requiring a copy of this Plan, notice of dissenters' rights, copy of any statutes or otherwise to be mailed to the partners of the Merging Entities.

H. COUNTERPARTS.

This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

I. GOVERNING LAW.

This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware (without regard to the conflicts of law principles thereof).

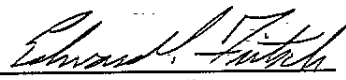
IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties hereto by their duly authorized officers this 24th day of November, 1997.

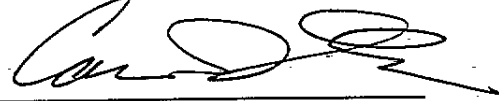
HIGHWOODS/FLORIDA HOLDINGS, L.P.

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

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

ATTEST:


Edward J. Eritsch, Secretary

By: 
Carman J. Liuzzo,
Vice President and Treasurer

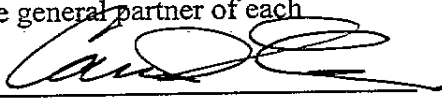
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EASTPOINTE TOWERS ASSOCIATES, LTD.,

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ACP - GRAND, LIMITED PARTNERSHIP,
ACP - I, LIMITED PARTNERSHIP,
SOFI - IV TALLAHASSEE OFFICE LIMITED
PARTNERSHIP, and
ACP - SOUTHPOINT, LIMITED PARTNERSHIP

By: HIGHWOODS PROPERTIES, INC.,
the sole general partner of each

ATTEST:


Edward J. Eritsch, Secretary

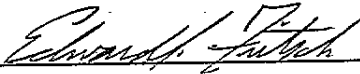
By: 
Carman J. Liuzzo,
Vice President and Chief Financial Officer

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SOFI - IV TAMPA OFFICE LIMITED
PARTNERSHIP, and
ACP - REFLECTIONS, LIMITED
PARTNERSHIP


By: HIGHWOODS/FORSYTH LIMITED
PARTNERSHIP,
the sole general partner of each

By: HIGHWOODS PROPERTIES, INC.,
its sole general partner

ATTEST:


Edward J. Fritsch, Secretary

By:


Carman J. Liuzzo, Vice President
and Chief Financial Officer

ONE WINTER PARK ASSOCIATES,

By: HIGHWOODS PROPERTIES, INC.,
a general partner

ATTEST:


Edward J. Fritsch, Secretary

By:


Carman J. Liuzzo,
Vice President and Chief Financial Officer

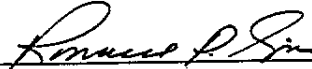
ELLER DRIVE LIMITED PARTNERSHIP

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

ATTEST:



Edward J. Fritsch, Secretary

By: 

Ronald P. Gibson, President