

Document Number Only

B96000000381

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

B96000000381

900002567819--51

06/22/98 01061-004  
\*\*\*105.00 \*\*\*105.00

Highwoods / FLORIDA HOLDINGS, L.P.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ UCC FILING

☐ Other

☐ Change of Name

☐ Fictitious Name

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

☒ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(ES)

FILE STAMPED

Please call Jeff Butterfield  
if any problems/questions

THANKS !

98 JUN 22 PM 2:04

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

CR2E031 (1-89)

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

Pursuant to the provisions of Section 620.173, Florida Statutes, this foreign limited partnership hereby submits this Certificate of Amendment in order to register the merger of Highwoods/Florida Holdings, GP, L.P. (the "Merging Entity") with and into Highwoods/Florida Holdings, L.P. (the "Surviving Entity"). The merger was filed in Delaware with the Delaware Department of Assessments and Taxation on December 31, 1997, a copy of which is attached.

STATE OF NORTH CAROLINA

COUNTY OF WAKE

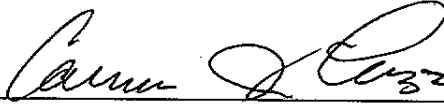
On this 19<sup>th</sup> day of June, 1998, Carman J. Liuzzo, Vice President and CFO of Highwoods/Florida GP Corp., General Partner of Highwoods/Florida Holdings, L.P., personally appeared before me, who is personally known to me.

The name and address of  
the sole General Partner  
of HIGHWOODS/FLORIDA HOLDINGS, L.P.  
is: now:

HIGHWOODS/FLORIDA GP CORP.  
3100 Smoketree Court, Suite 600  
Raleigh, NC 27604

HIGHWOODS/FLORIDA HOLDINGS, 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

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DIVISION OF CORPORATIONS  
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Office of the Secretary of State

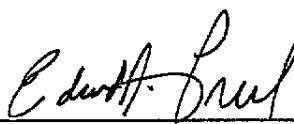
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"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.

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUN 22 PM 2:04



  
Edward J. Freel, Secretary of State

2664790 8100M

981235637

AUTHENTICATION:

DATE:

9146778

06-18-98

FILED STATE  
SECRETARY OF CORPORATIONS  
98 JUN 22 PM 2:04  
(2) 51-97

**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.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 22 PM 2:04

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

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