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CT CORPORATION SYSTEM

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Division of Corporations

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B96000000381

Florida Department of State
Division of Corporations
Public Access System

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

HIGHWOODS/FLORIDA HOLDINGS, L.P.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$27.25

(\$52.50 x 6)

\$ 315.00

CF 262.50
and 52.50

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DIVISION OF CORPORATIONS

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**STATE OF FLORIDA
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED PARTNERSHIPS
INTO A
FOREIGN LIMITED PARTNERSHIP**

Pursuant to Section 620.2108 of the Florida Revised Uniform Limited Partnership Act of 2005, the undersigned limited partnerships executed the following Certificate of Merger:

1. The name of the surviving limited partnership is: Highwoods/Florida Holdings, B96-381 L.P., a Delaware limited partnership and the surviving limited partnership is created by this merger.
2. The name of the merging limited partnerships are:
Downtown Clearwater Tower, Ltd., a Florida limited partnership; A95-655
Pinellas Bay Vista Partners, Ltd., a Florida limited partnership; A94-205
Pinellas Northside Partners, Ltd., a Florida limited partnership; and A93-1137
SISBROS, Ltd., a Florida limited partnership. A95-661
3. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the business entities which is to merge as required by its governing law.
4. The surviving limited partnership is qualified to transact business in the State of Florida.
5. The Agreement and Plan of Merger is on file at the place of business of the surviving limited partnership and the address thereof is 3100 Smokefree Court, Suite 600, Raleigh, North Carolina 27604.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited partnership on request, without cost, to any partner of the constituent limited partnership or any person holding an interest in any other business entity which is to merge.
7. This Certificate of Merger shall be effective at 12:01 a.m. on December 31, 2005.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

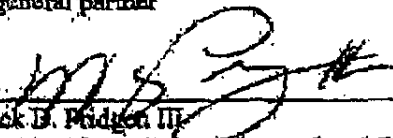
IN WITNESS WHEREOF, said surviving limited partnership has caused this certificate to be signed by its sole general partner, this 23rd day of December, 2005.

MERGING ENTITIES:

DOWNTOWN CLEARWATER TOWER, LTD.,
a Florida limited partnership

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

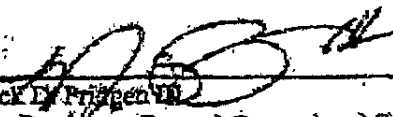
By: **HIGHWOODS/FLORIDA GP CORP.,**
its sole general partner

By: 
Mack D. Priddy III
Vice President, General Counsel and Secretary

PINELLAS BAY VISTA PARTNERS, LTD.,
a Florida limited partnership

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

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

By: 
Mack D. Priddy III
Vice President, General Counsel and Secretary

PINELLAS NORTHSIDE PARTNERS, LTD.,
a Florida limited partnership

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

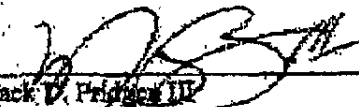
By: **HIGHWOODS/FLORIDA GP CORP.,**
its sole general partner

By: 
Mack D. Pridden III
Vice President, General Counsel and Secretary

SISBROS, LTD.,
a Florida limited partnership

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

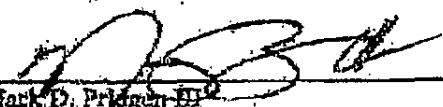
By: **HIGHWOODS/FLORIDA GP CORP.,**
its sole general partner

By: 
Mack D. Pridden III
Vice President, General Counsel and Secretary

SURVIVOR ENTITY:

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

By: **HIGHWOODS/FLORIDA GP CORP.,**
a Delaware corporation, its sole general partner

By: 
Mack D. Pridden III
Vice President, General Counsel and Secretary

**AGREEMENT AND PLAN OF MERGER
OF
DOWNTOWN CLEARWATER TOWER, LTD.,
PINELLAS BAY VISTA PARTNERS, LTD.,
PINELLAS NORTHSIDE PARTNERS, LTD.
AND
SISBROS, LTD.
WITH AND INTO
HIGHWOODS FLORIDA HOLDINGS, L.P.**

Pursuant to this Agreement and Plan of Merger ("Merger Agreement"), Downtown Clearwater Tower, Ltd., a Florida limited partnership; Pinellas Bay Vista Partners, Ltd., a Florida limited partnership; Pinellas Northside Partners, Ltd., a Florida limited partnership and SISBROS, Ltd., a Florida limited partnership, (collectively the "Florida Limited Partnerships"), will be merged with and into Highwoods Florida Holdings, L.P. ("HFL"), a limited partnership organized and existing under the laws of the State of Delaware.

**ARTICLE I
DEFINITIONS**

Except as otherwise provided herein, the capitalized terms set forth below shall have the following meanings:

1.1 "FL Certificate of Merger" shall mean the Certificate of Merger to be executed by each of the Florida Limited Partnerships and HFL and filed with the Office of the Florida Department of State as contemplated by Section 2.2 of this Merger Agreement.

1.2 "DE Certificate of Merger" shall mean the Certificate of Merger to be executed by HFL and filed with the Delaware Secretary of State as contemplated by Section 2.2 of this Merger Agreement.

1.3 "FRULPA" shall mean the Florida Revised Uniform Limited Partnership Act as in effect at the Effective Time (as defined hereinafter).

1.4 "DRULPA" shall mean the Delaware Revised Uniform Limited Partnership Act, as in effect at the Effective Time (as defined hereinafter).

1.5 "Florida Limited Partnerships Partnership Interests" shall mean the outstanding partnership interests of each of the Florida Limited Partnerships.

1.6 "H/FL Partnership Interests" shall mean the partnership interests of H/FL.

1.7 "Merger" shall mean the merger of each of the Florida Limited Partnerships with and into H/FL as provided in Section 2.1 of this Merger Agreement.

1.8 "Surviving Entity" shall have the meaning set forth in Section 2.1 of this Merger Agreement.

ARTICLE II

TERMS OF MERGER

2.1 **Merger.** Subject to the terms and conditions set forth in this Merger Agreement, at the Effective Time (as defined hereafter), each of the Florida Limited Partnerships shall be merged with and into H/FL in accordance with the FRULPA and the DRULPA (the "Merger"). H/FL shall be the surviving entity (the "Surviving Entity") resulting from the Merger and shall continue to be governed by the DRULPA.

2.2 **Effective Time.** The Merger shall become effective on the date and at the time specified in the Certificate of Merger to be filed with the Florida Department of State as provided in Section 620.2108 of the FRULPA and (the "Effective Time").

2.3 **Certificate of Domestic Partnership.** The Certificate of Domestic Partnership of H/FL shall be the Certificate of Domestic Partnership of the Surviving Entity until otherwise amended or repealed.

2.4 **Partnership Agreement.** The Partnership Agreement of H/FL shall be the Partnership Agreement of the Surviving Entity until otherwise amended or repealed.

2.5 **General Partner.** The General Partner of H/FL shall be the General Partner of the Surviving Entity until otherwise removed or replaced.

ARTICLE 3

MANNER OF CONVERTING OWNERSHIP INTERESTS

Conversion of Ownership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of the Florida Limited Partnerships or H/FL or the partners of the Florida Limited Partnerships or the partners of H/FL, the partnership interests of the constituent entities shall be converted as follows:

(a) Each of the Florida Limited Partnerships' Partnership Interests outstanding immediately prior to the Effective Time shall cease to be outstanding from and after the Effective Time and no consideration shall be exchanged for such Partnership Interests; and

(b). Each of the HTL Partnership Interests issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

ARTICLE 4

MISCELLANEOUS

4.1 **Amendment and Waiver.** To the extent permitted by law, this Merger Agreement may be amended by a subsequent writing signed by each of the parties.

4.2 **Governing Law.** This Merger Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Delaware, without regard to any applicable conflicts of law provision thereof.

4.3 **Captions.** The captions contained in this Merger Agreement are for reference purposes only and are not part of this Merger Agreement.

4.4 **Counterparts.** This Merger Agreement may be executed 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.

4.5 **Termination.** This Merger Agreement may be terminated at any time prior to the Effective Time by the parties hereto.

[Signatures on the following page]

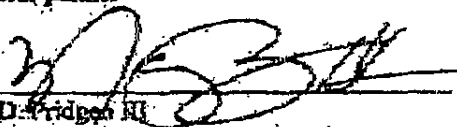
IN WITNESS WHEREOF, each of the parties has caused this Merger Agreement to be executed on its behalf and its corporate seal, if any, to be hereunto affixed and attested by officers thereunto duly authorized all as of the 23rd day of December, 2005.

MERGING ENTITIES:

DOWNTOWN CLEARWATER TOWER, LTD.,
a Florida limited partnership

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

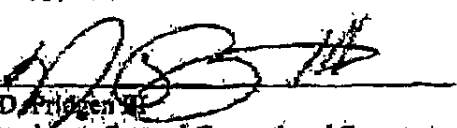
By: **HIGHWOODS/FLORIDA GP CORP.,**
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By: 
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By: **HIGHWOODS/FLORIDA HOLDINGS, L.P.,**
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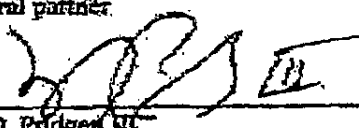
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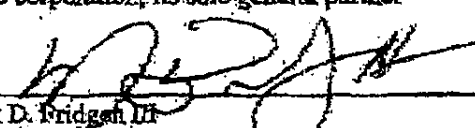
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