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PICK-UP WAIT MAIL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

MAY - 4 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Highwoods/Florida Holdings, L.P.
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Derek Wheeler
(Contact Person)

Highwoods Properties, Inc.
(Firm/Company)

3100 Smoketree Court, Suite 600
(Address)

Raleigh, NC 27604
(City, State and Zip Code)

For further information concerning this matter, please call:

Derek Wheeler at (919) 875-6626
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$52.50 Filing Fee
- \$61.25 Filing Fee and Certificate of Status
- \$105.00 Filing Fee and Certified Copy
- \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:

Highwoods/Florida Holdings, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: September 26, 1996

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

N/A

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

Name:

Business Address:

Highwoods Realty GP Corp.,
a Delaware corporation

3100 Smoketree Court, Suite 600
Raleigh, NC 27604

F94-6211

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
N/A

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

N/A

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

The entity elects to be a limited liability limited partnership.

The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature of a general partner:
Highwoods Realty GP Corp., a Delaware corporation

By: Jeffrey D. Miller
Vice President
Typed or printed name:

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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Delaware

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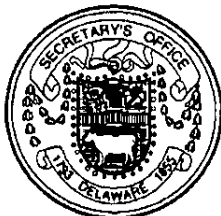
The First State

I, JEFFREY W. BULLOCK, 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 GP CORP.", A DELAWARE CORPORATION,
WITH AND INTO "HIGHWOODS REALTY GP CORP." UNDER THE NAME OF
"HIGHWOODS REALTY GP CORP.", A CORPORATION 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.
2008, AT 10:08 O'CLOCK A.M.

2664045 8100M

090410130



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7272739

DATE: 04-29-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:20 AM 12/31/2008
FILED 10:08 AM 12/31/2008
SRV 081242582 - 2657629 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger. .

First: The name of the surviving corporation is Highwoods Realty GP Corp., and the name of the corporation being merged into this surviving corporation is Highwoods/Florida GP Corp.

Second: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

Third: The name of the surviving corporation is Highwoods Realty GP Corp., a Delaware corporation.

Fourth: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

Fifth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Sixth: The merger is to become effective on December 31, 2008.

Seventh: The Agreement of Merger is on file at 3100 Smoketree Court, Suite 600, Raleigh, North Carolina 27604-1050, Attention: Legal Department, the place of business of the surviving Corporation.

Eighth: A copy of the Agreement of Merger or consolidation will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by its authorized officer, this 31st day of December, 2008.

HIGHWOODS REALTY GP CORP.
a Delaware corporation

By: 

Jeffrey D. Miller

Vice President, General Counsel and Secretary