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CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002648986--8
-09/25/98-01037-022
****165.55 ****165.55

Highwoods / Interlachen Holdings, L.P.

99.7 104.30 61.25

- Profit
- NonProfit
- Limited Liability Co.

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Name Registration

Change of R.A.

Fictitious Name

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Certified Copy

Photo Copies

CUS

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W.P. Verifier

SEP 25 1998

Thanks,
Jeff

98 SEP 25 PM12:57

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DIVISION OF CORPORATIONS

MK
9/25/98

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DIVISION OF CORPORATIONS
98 SEP 25 PM 12:57

Florida Department of State, Sandra B. Mortham, Secretary of State
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Highwoods/Interlachen Holdings, L.P.
(Name of limited partnership as it is in the home state)

2. Highwoods/Interlachen Holdings, Ltd.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. July 14, 1998
(State of Formation) (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM DEBBIE BRYAN
Debbie Bryan SPECIAL ASSISTANT SECRETARY
(Officer must sign on this line)

8. c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, New Castle County, Delaware 19801
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAME OF GENERAL PARTNERS STREET ADDRESS
Highwoods/Florida Holdings, L.P. 3100 Smoketree Ct., Suite 600, Raleigh, NC 27604
99600000381

10. 3100 Smoketree Ct., Suite 600, Raleigh, NC 27604
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. c/o Highwoods Properties, Inc., 3100 Smoketree Ct., Suite 600, Raleigh, NC

27604

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 24TH day of September, 1998

Highwoods/Florida Holdings, L.P.

By: Highwoods/Florida GP Corp., its sole general partner

By: *Ronald P. Gibson*
Ronald P. Gibson, President

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STATE OF North Carolina

COUNTY OF Wake

On this 24TH day of September, 1998

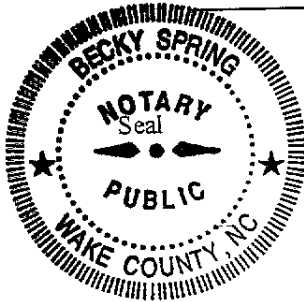
Ronald P. Gibson personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Becky Spring
(Notary Public Signature)

BECKY SPRING
(Notary's Printed Name)



My Commission Expires: 2/12/2002

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

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BEFORE ME, the undersigned, personally appeared See 1 in Addendum
a general partner of Highwoods/Interlachen Holdings, L.P., a(an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 9,900.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 9,900.

Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 24TH day of September, 1998.

Ronald P. Br...
General Partner
See 2 in Addendum

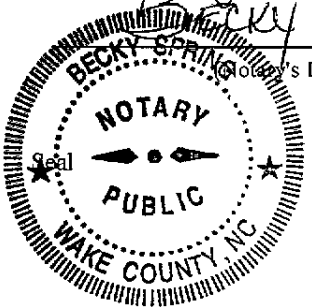
STATE OF North Carolina
COUNTY OF Wake County

On this 24TH day of September, 1998,

See 3 in Addendum personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Becky Spring
(Notary Public Signature)
BECKY SPRING
(Notary's Printed Name)



My Commission Expires: 9/12/2002

Addendum

1. Ronald P. Gibson, President of Highwoods/Florida GP Corp., sole general partner of Highwoods/Florida Holdings, L.P.
2. Ronald P. Gibson, President of Highwoods/Florida GP Corp., sole general partner of Highwoods/Florida Holdings, L.P.
3. Ronald P. Gibson, President of Highwoods/Florida GP Corp., sole general partner of Highwoods/Florida Holdings, L.P.

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