

AUG. 10. 2007 11:42 AM

NO. 330

P. 1

B980000007119

Florida Department of State
Division of Corporations
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AMENDMENT/RESTATEMENT/CORRECTION

WELLS OPERATING PARTNERSHIP, L.P.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$105.00

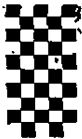
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Florida NO. 030 P. 2



RESUBMIT
Please give original
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August 10, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSC

SUBJECT: WELLS OPERATING PARTNERSHIP, L.P.
REF: B98000000719

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
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FAX Aud. #: H07000201488
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07 AUG -9 AM 8:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:
WELLS OPERATING PARTNERSHIP, L.P.

2. The jurisdiction of its formation is: Delaware

3. The date the entity was authorized to transact business in Florida is: 5/5/2005

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

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:

Piedmont Office Realty Trust,

6200 The Corners Parkway, Suite 500
Norcross, GA 30092

Inc.

* F98-7050

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

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

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:

Piedmont Office Realty Trust, Inc., General Partner



Typed or printed name:

Donald A. Miller, CFA - President

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

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WELLS OPERATING PARTNERSHIP, L.P.". FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "PIEDMONT OPERATING PARTNERSHIP, LP", THE EIGHTH DAY OF AUGUST, A.D. 2007, AT 10:43 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED PARTNERSHIP IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WELLS OPERATING PARTNERSHIP, L.P." WAS FORMED ON THE NINETEENTH DAY OF DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



2836267 8320

070905094

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5913574

DATE: 08-09-07