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June 16, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State
Corporations Division
409 E. Gaines Street
Tallahassee, Florida 32399

800002214528--0
-06/17/97--01049--004
*****35.00 *****35.00

RE: Southeast Realty GP Corp.

Dear Sir/Madam:

Enclosed please find an Application by foreign corporation for withdrawal of authority to transact business or conduct affairs in Florida for the above-referenced company. Please note that Southeast Realty GP Corp. merged with and into Southeast Realty GP Acquisition Corp., which changed its name to Highwoods Realty GP Corp. on September 23, 1996 as evidenced by the Certificate of Merger issued by the State of Delaware attached to the Application.

I have also enclosed a check in the amount of \$35.00 representing payment of the filing fee. Upon filing, please forward a filed copy of the Application to my attention in the enclosed self-addressed federal express envelope.

In the meantime, if you have any questions or problems, please do not hesitate to give me a call.

Sincerely yours,

Katrina S. Reck
Katrina Smith Reck
Legal Assistant

KSR
enclosures

cc: Bradford R. Lenox, Esq.

FILED
97 JUN 17 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

withhold
LF
6-20-97

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

Southeast Realty GP Corp.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
JUN 17 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

3100 Smoketree Ct., Suite 600

(Mailing Address)

Raleigh, North Carolina 27604

(City - State - Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

6/16/97

Date

Carman J. Liuzzo

Typed or printed name

Vice President

Title