

Document Number Only
F95000002952

95 JUN 19 12:20
 DIVISION OF CORPORATION

C T CORPORATION SYSTEM

Requestor's Name
 660 East Jefferson Street

Address
 Tallahassee, Florida 32301

City State Zip Phone
 904-222-1092

CORPORATION(S) NAME

900001516589
 -06/19/95--01019--029
 *****70.00 *****70.00

6/19

Southeast Realty GP Corp.

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 JUN 19 PM 1:47

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Mail Out	
<input type="checkbox"/> Mail Out		

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KAYE, SCHOLER, FIERMAN, HAYS & HANDLER
425 PARK AVENUE
NEW YORK, N.Y. 10022-3598

(212) 836-8000

THE MCPHERSON BUILDING
901 FIFTEENTH STREET, N.W.
SUITE 1100
WASHINGTON, D.C. 20005-2327
(202) 682-3500

1099 AVENUE OF THE STARS
SUITE 1600
LOS ANGELES, CA 90067-6048
(310) 788-1000

WRITER'S DIRECT DIAL NUMBER

(212) 836-8032

BY FEDERAL EXPRESS

Division of Corporations
Office of the Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Ladies and Gentlemen:

Enclosed is an affidavit executed by me in my capacity of Sole Incorporator of Southeast Realty GP Corp., a dissolved Florida corporation, which I am sending to you in order to effect the release of the name for use by another entity.

Please feel free to call me at the above listed number if you have any questions or if further steps are required.

Sincerely,

Derek M. Stoldt

Derek M. Stoldt

/mk
enclosure

18TH FLOOR
NINE QUEEN'S ROAD CENTRAL
HONG KONG
(852) 845-8989

SCITE TOWER, SUITE 708
22 JIANGGUOMENWAI DAJIE
BEIJING
PEOPLE'S REPUBLIC OF CHINA
(861) 512-4755

FACSIMILE
NEW YORK (212) 836-8689
WASHINGTON (202) 682-3580
LOS ANGELES (310) 788-1200
HONG KONG (852) 845-3682
(852) 845-2389
BEIJING (861) 512-4760

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W15-4832

Affidavit of Sole Incorporator of Southeast Realty GP Corp.

I, Derek M. Stoldt, as sole incorporator of Southeast Realty GP Corp. (the "Company"), a dissolved Florida corporation, hereby attest that (i) I have no intention of revoking the dissolution of the Company dated February 9, 1995 and that (ii) I have no knowledge of the existence of any other person who has the authority to so revoke the dissolution of the Company.

Therefore, I hereby request that the Secretary of State of the State of Florida release the name of the Company for use by Southeast Realty GP Corp., a Delaware corporation, effective immediately.


Derek M. Stoldt
Sole Incorporator

Dated: March 1, 1995

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**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Southeast Realty GP Corp.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. February 1, 1995 4. Perpetual
(Date of Incorporation) (Duration)
5. 13-3794787
(Federal Employer Identification number, if applicable)
6. Upon Qualification
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. Two Manhattanville Road, Purchase, New York 10577
(Current mailing address)
8. See attached purpose clause
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: _____
Address: _____

Vice Chairman: _____
Address: _____

Director: See attached list of directors
Address: _____

Director: _____
Address: _____

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9. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

Timothy E. Carlson
TIMOTHY E. CARLSON (Officer)
ASSISTANT SECRETARY

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. *[Signature]*
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Michael D. Weiner, President

(Name and capacity of person signing application)

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
Southeast Realty GP Corp.**

To act as a general partner of a limited partnership known as AP-GP Southeast Portfolio Partners, L.P., a limited partnership formed pursuant to the law of the State of Delaware; and
To engage in any activity and to exercise any powers permitted to corporations under the laws of the State of Delaware which are incidental to, or connected with, the foregoing and necessary, suitable or convenient to accomplish the foregoing.

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95 JUN 19 PM 1:48

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Directors of
Southeast Realty GP Corp.**

1. John J. Hannan
Two Manhattanville Road
Purchase, New York 10577
2. Michael D. Weiner
Two Manhattanville Road
Purchase, New York 10577
3. Bradley J. Wechsler
1100 Avenue of the Americas
New York, New York 10036

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**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Officers of
Southeast Realty GP Corp.**

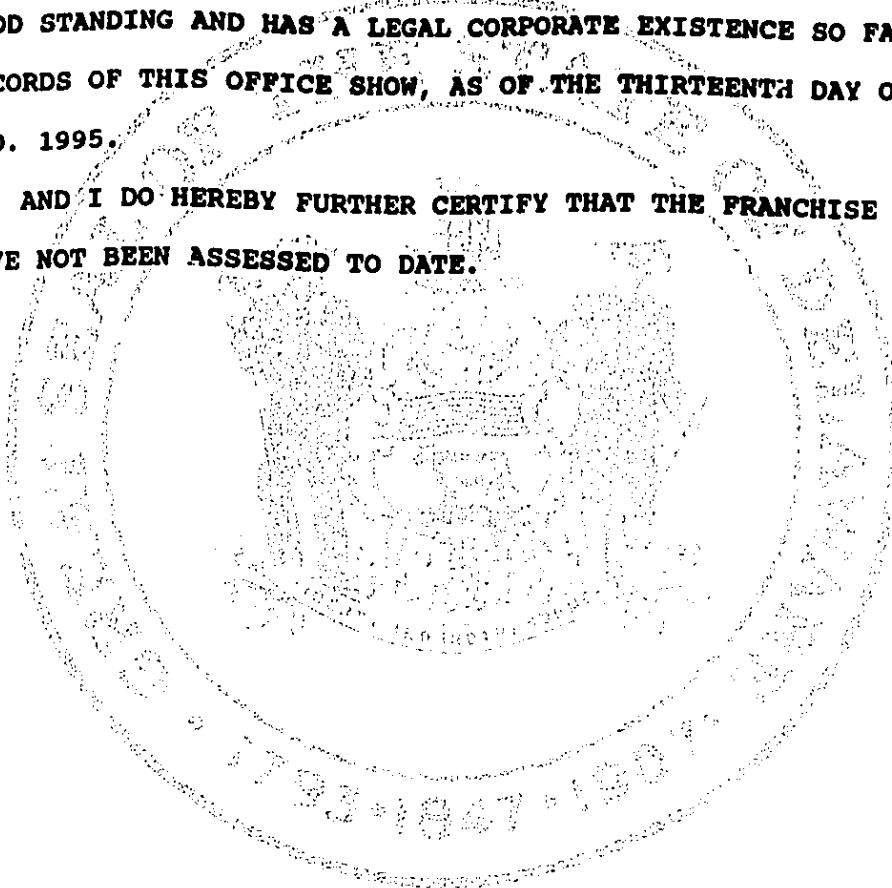
1. J. Hannan, Vice President
Two Manhattanville Road
Purchase, New York 10577
2. Lee S. Neibart, Vice President
Two Manhattanville Road
Purchase, New York 10577
3. W. Edward Scheetz, Vice President
Two Manhattanville Road
Purchase, New York 10577
4. Fred D. Shapiro, Vice President and Controller
Two Manhattanville Road
Purchase, New York 10577
5. Michael D. Weiner, President and Secretary
Two Manhattanville Road
Purchase, New York 10577

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DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEAST REALTY GP CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 PM 1:48



Edward J. Freel

Edward J. Freel, Secretary of State

2477126 8300

950130182

AUTHENTICATION:

DATE:

7536757

06-13-95

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SMITH HELMS MULLISS & MOORE, L.L.P.
ATTORNEYS AT LAW
RALEIGH, NORTH CAROLINA

CHARLOTTE
POST OFFICE BOX 31247
CHARLOTTE, N. C. 28231

TELEPHONE 704/343-2000
FACSIMILE 704/343-2000

WRITER'S DIA. 11-41
(919) 755-6736

MAILING ADDRESS
POST OFFICE BOX 27555
RALEIGH, N. C. 27611

STREET ADDRESS
2800 T.O. MANHOVER SQUARE
RALEIGH, N. C. 27601

TELEPHONE 919/755-6700
FACSIMILE 919/755-6800

GREENSBORO
POST OFFICE BOX 21867
GREENSBORO, N. C. 27402

TELEPHONE 910/379-6200
FACSIMILE 910/379-6666

June 16, 1997

VIA FEDERAL EXPRESS

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

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-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
LFR
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 11 06 AM
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