

Document Number Of **F96000004961**

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

200001861802
-10/01/96--01161--004
*****122.50 *****122.50

CORPORATION(S) NAME

Highwoods / Florida GP Corp.

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DIVISION OF CORPORATIONS
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Wc
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Highwoods/Florida GP Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Applied for
(FEI number, if applicable)
4. September 18, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. No business transacted yet
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 617.166, F.S.))
7. 3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604
(Current mailing address)
8. Any legal activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. 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)

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10. Registered agent 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.

C T CORPORATION SYSTEM

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS Solo Director

Chairman: Ronald P. Gibson

Address: 3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

B. OFFICERS

President: Ronald P. Gibson

Address: 3100 Smoketree Court, Suite 600
Raleigh, NC 27604

Vice President: William T. Wilson, III

Address: same

Secretary: Edward J. Eritsch

Address: same

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Treasurer: Carroll J. L. Lingo

Address: HOME

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Edward J. Fritch*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Edward J. Fritch, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "HIGHWOODS/FLORIDA GP CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

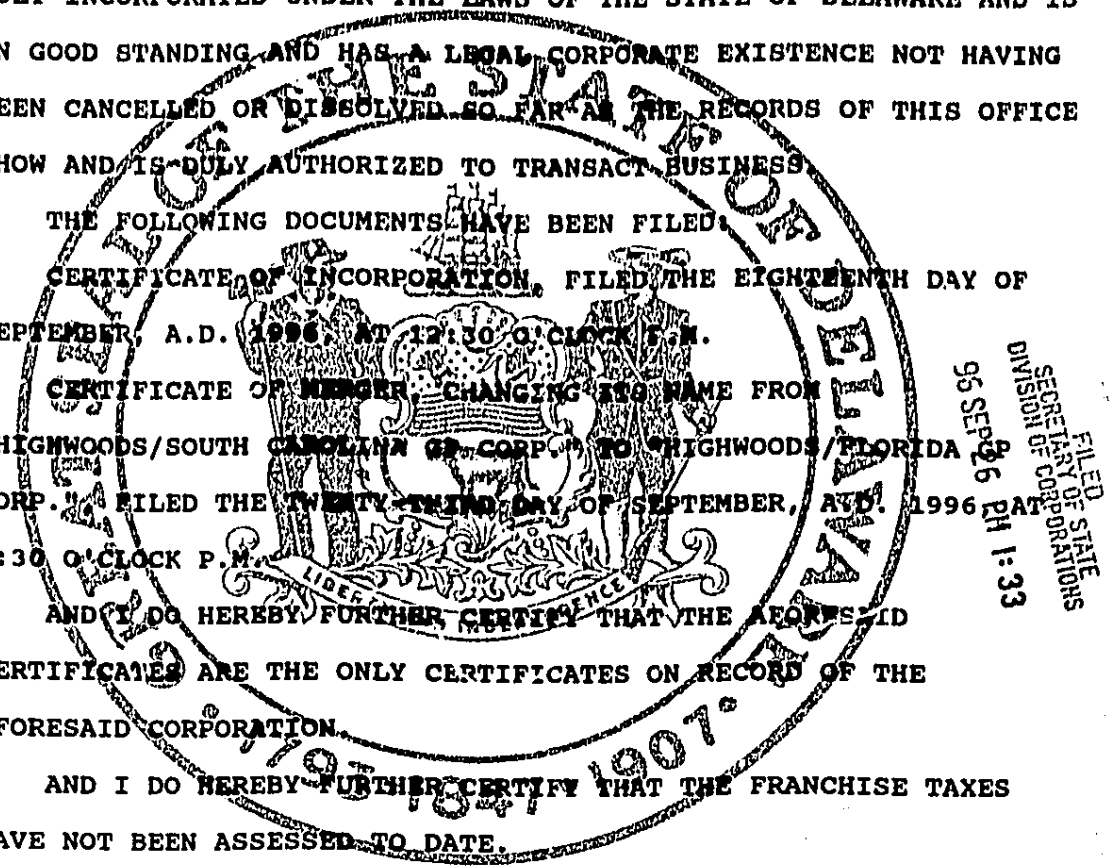
THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 1996, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "HIGHWOODS/SOUTH CAROLINA GP CORP." TO "HIGHWOODS/FLORIDA GP CORP." FILED THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1996 AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

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



FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS 96 SEP 26 PM 1:33



Edward J. Freel

Edward J. Freel, Secretary of State

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960278003

AUTHENTICATION:

8118954

DATE:

09-25-96