

F96000004961

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

700002352907--9

-11/20/97--01044--030
*****70.00 *****70.00

700002352907--9

-11/20/97--01044--031
*****52.50 *****52.50

Euro II, Inc.

Merging into:

Highwoods / Florida GP Corp.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 20 PM 3:03

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

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

NOV 20 1997

*Jeff gave
OK to correct
name of Survivor
in plan- Name
will remain same*

RECEIVED
97 NOV 20 PM 12:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING:

EURO II, INC., a FL corp., #P93000065341

INTO

HIGHWOODS/FLORIDA GP CORP., a Delaware corporation, F96000004961

File date: November 20, 1997

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

97 NOV 20 PM 3: 03

EURO II, INC., a Florida corporation

INTO

HIGHWOODS/FLORIDA GP CORP., a Delaware corporation

Pursuant to Sections 607.1101, 607.1104, 607.1105 and 607.1107 of the Florida Statutes and Sections 252. of the Delaware General Corporation Law, the undersigned corporations hereby execute these articles of merger for the purpose of merging into a single corporation:

ARTICLE I

Highwoods/Florida GP Corp., a Delaware corporation (the "Surviving Corporation"), and Euro II, Inc., which was incorporated under the general laws of Florida on September 20, 1993 (the "Merging Corporation"), agree to merge. The Surviving Corporation shall survive the merger and shall continue to operate under the name "Highwoods/Florida GP Corp."

ARTICLE II

The terms and conditions of the attached Agreement and Plan of Merger (the "Plan") were advised, authorized, approved, adopted, certified, executed and acknowledged by each of the constituent corporations in the manner and by the vote required by its charter and the laws of its respective state of incorporation. The terms and conditions of the Plan were duly adopted by the Surviving Corporation's directors by a unanimous written consent to action of the board of directors dated as of October 7, 1997. The terms and conditions of the Plan were duly adopted by a written consent to action of the sole director of the Merging Corporation dated as of November 19th 1997. The sole shareholder of the Merging Corporation approved the merger by a written consent to action dated November 19th 1997. Shareholder approval was not required of any of the constituent

corporations' shareholders.

ARTICLE III

Prior to the merger, Euro II, Inc. was authorized to issue 10,000 shares of common stock, par value \$1.00 per share, for an aggregate par value of \$10,000.

ARTICLE IV

The Articles of Incorporation of the Surviving Corporation in effect at the Effective Date of the Merger shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date, until thereafter changed, amended or repealed as provided therein or by applicable law, which power to amend or repeal is hereby expressly reserved.

ARTICLE V

As of the Effective Date, by virtue of the Merger and without any action on the part of any stockholder of either the Surviving Corporation or the Merging Corporation, (i) all shares of common stock of the Merging Corporation shall be canceled and retired and shall cease to exist; and (ii) each outstanding share of the Surviving Corporation's common stock shall remain outstanding.

ARTICLE VI

The Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity, such address being:

3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604


A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder of any constituent entity.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties hereto
by their duly authorized officers this 19th day of November, 1997.

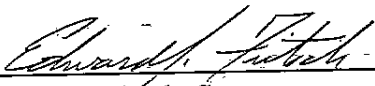
ATTEST:


Edward J. Fritsch, Secretary


HIGHWOODS/FLORIDA GP CORP.

By: 
Carman J. Liuzzo, Vice President
and Treasurer

ATTEST:


Edward J. Fritsch, Secretary

EURO II, INC.

By: 
Carman J. Liuzzo, Vice President
and Treasurer

AGREEMENT AND PLAN OF MERGER

BETWEEN

EURO II, INC.

AND

HIGHWOODS/FLORIDA GP CORP.

A. CORPORATIONS PARTICIPATING IN MERGER.

Euro II, Inc. (the "Merging Company") and Highwoods/Florida GP Corp., a Delaware corporation (the "Surviving Company"), agree that the Merging Company shall merge into the Surviving Company.

B. NAME OF SURVIVING COMPANY.

After the merger, the Surviving Company will have the name ' HIGHWOODS/FLORIDA GP CORP. '

The Surviving Company shall continue to be incorporated under and governed by the laws of the State of Maryland.

The principal business office of the Surviving Company will be:

3100 Smoketree Court, Suite 600
Raleigh, North Carolina 27604

C. MERGER.

Pursuant to the terms and conditions of this Agreement and Plan of Merger, the Merging Company will merge into the Surviving Company. Upon the merger becoming effective, the corporate existence of the Surviving Company will continue, the Surviving Company shall succeed to all rights, assets, liabilities and obligations of the Merging Company, and the separate corporate existence of the Merging Company shall cease. The time when the merger becomes effective is hereinafter referred to as the "Effective Date."

D. CANCELLATION OF OUTSTANDING STOCK.

At the Effective Date, by virtue of the merger and without any action on the part of the holders thereof:

(a) Each share of common stock of the Surviving Company that is outstanding immediately prior to the Effective Date shall continue to be outstanding immediately after the Effective Date.

(b) Any and all shares of capital stock held by the Merging Company as treasury shares shall be canceled and retired without any payment therefor.

(c) Each share of capital stock of the Merging Company issued and outstanding immediately prior to the Effective Date, shall *ipso facto*, cease to exist without any payment therefor.

E. ARTICLES OF INCORPORATION AND BYLAWS.

The Articles of Incorporation and the Bylaws of the Surviving Company following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Company separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation of the Surviving Company.

F. DISSENTING SHAREHOLDERS' RIGHTS.

Because there are no minority shareholders, there are no dissenting shareholders.

G. WAIVER OF NOTICE.

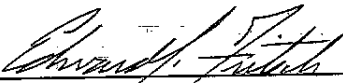
The Surviving Company, as sole shareholder of the Merging Company, hereby waives any and all requirements of notice or otherwise requiring a copy of this Plan or notice of dissenter's rights to be mailed to the shareholders of the Merging Company.

H. COUNTERPARTS


This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties hereto by their duly authorized officers this 19th day of November, 1997.

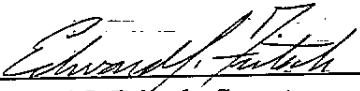
ATTEST:


Edward J. Fritsch, Secretary


HIGHWOODS/FLORIDA GP CORP.

By: 
Carman J. Liuzzo, Vice President
and Treasurer

ATTEST:


Edward J. Fritsch, Secretary

EURO II, INC.

By: 
Carman J. Liuzzo, Vice President
and Treasurer