

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 16 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000006211 (4)

1. Corporation Name
HIGHWOODS REALTY GP CORP.



Principal Place of Business: **3100 SMOKETREE CT. STE 600 RALEIGH NC 27604**
 Mailing Address: **3100 SMOKETREE CT. STE 600 RALEIGH NC 27604-1051**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	3a. Date of Last Report
21		26		11/27/1996	
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		4. FEI Number	Applied For
23 City & State		28 City & State		56-1993387	Not Applicable
24 Zip		29 Zip		5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
25 Country		30 Country		6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
				8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOI) Registered Agent of Corporation (expired when reinstating) _____ DATE: _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	PCD	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	GIBSON, RONALD P		1.2 NAME				
STREET ADDRESS	3100 SMOKETREE CT, STE 600		1.3 STREET ADDRESS				
CITY-ST-ZIP	RALEIGH NC		1.4 CITY-ST-ZIP				
TITLE	VD	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	WILSON III, WILLIAM T		2.2 NAME				
STREET ADDRESS	3100 SMOKETREE CT, STE 600		2.3 STREET ADDRESS				
CITY-ST-ZIP	RALEIGH NC		2.4 CITY-ST-ZIP				
TITLE	S	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	FRITSCH, EDWARD J		3.2 NAME				
STREET ADDRESS	3100 SMOKETREE CT, STE 600		3.3 STREET ADDRESS				
CITY-ST-ZIP	RALEIGH NC		3.4 CITY-ST-ZIP				
TITLE	T	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME	LIUZZO, CARMAN J		4.2 NAME				
STREET ADDRESS	3100 SMOKETREE CT, STE 600		4.3 STREET ADDRESS				
CITY-ST-ZIP	RALEIGH NC		4.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			5.2 NAME				
STREET ADDRESS			5.3 STREET ADDRESS				
CITY-ST-ZIP			5.4 CITY-ST-ZIP				
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change	<input type="checkbox"/> Addition		
NAME			6.2 NAME				
STREET ADDRESS			6.3 STREET ADDRESS				
CITY-ST-ZIP			6.4 CITY-ST-ZIP				

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *GREGG GORDON* GREGG GORDON 4/11/97 (9A) 875-6613

CR2E034 (9/96)