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Apr 14, 1999 8:00 am
Secretary of State

04-14-1999 90213 019 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000006211

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
11/27/1996

4. FEI Number
56-1993387

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Election Campaign Financing **\$5.00 May Be Added to Fees**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24 25

2a. Mailing Address
 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29 30

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCD	<input type="checkbox"/> DELETE
NAME	GIBSON, RONALD P	
STREET ADDRESS	3100 SMOKETREE CT, STE 600	
CITY-ST-ZIP	RALEIGH NC	
TITLE	VD	<input checked="" type="checkbox"/> DELETE
NAME	WILSON III, WILLIAM T	
STREET ADDRESS	3100 SMOKETREE CT, STE 600	
CITY-ST-ZIP	RALEIGH NC	
TITLE	S	<input type="checkbox"/> DELETE
NAME	FRITSCH, EDWARD J	
STREET ADDRESS	3100 SMOKETREE CT, STE 600	
CITY-ST-ZIP	RALEIGH NC	
TITLE	T	<input type="checkbox"/> DELETE
NAME	LIUZZO, CARMAN J	
STREET ADDRESS	3100 SMOKETREE CT, STE 600	
CITY-ST-ZIP	RALEIGH NC	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: *Katherine Harris* **SIGNATURE REQUIRED** *Gregg Gordon* 4/9/99 919 872-4924
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)