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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

L. SELLERS

JAN - 6 2009

EXAMINER

RECEIVED
2009 JAN -5 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CHANGE

HIGHWOODS DLF II, LLC

Certificate of Status	0
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15.00

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**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR
LIMITED LIABILITY COMPANY**

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: Highwoods DLF II, LLC
2. (a) Principal office address of limited liability company: C/O HIGHWOODS PROPERTIES, INC.
(Note: MUST BE STREET ADDRESS) 3100 SMOKETREE CT., SUITE 600
RALEIGH NC 27604
- (b) Mailing address of limited liability company: C/O HIGHWOODS PROPERTIES, INC.
(Note: MAY BE POST OFFICE BOX) 3100 SMOKETREE CT., SUITE 600
RALEIGH NC 27604

4/7/2000 M00000000685
3. Date of filing/registration in Florida 4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:
- Registered Agent: INCORPORATING SERVICES, LTD.
- Registered Office Address: 1540 GLENWAY DRIVE
TALLAHASSEE FL 32301

(b) Enter name of NEW Registered Agent and/or NEW Registered Office address:

NEW Registered Agent: CT Corporation System

NEW Registered Office Address: 1200 South Pine Island Road
(MUST BE FLORIDA STREET ADDRESS) Plantation FL 33324

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

[Signature]
(Signature of a member or authorized representative of a member)

Ternell Kearney, Authorized Person
(Printed or typed name of signer)

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 as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

By: [Signature] CT Corporation System
(Signature of Registered Agent) Samantha Jones
Assistant Secretary

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: \$25.00

THNS18 (05/08)

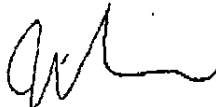
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TALLAHASSEE FLORIDA
SECRETARY OF STATE

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Jeffrey D. Miller, Vice President, General Counsel and Secretary, the Authorized Officer of Highwoods Properties Inc. ("the Company"), a corporation organized under the laws of Delaware, does hereby appoint Terrell Kearney as attorney-in-fact for the Company for the limited purposes authorized herein.

The Company and its subsidiary entities listed within the attached Schedule A, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the Company's and any affiliated entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation System (or affiliated entity).

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 22nd day of December, 2008.



Jeffrey D. Miller,
Vice President, General Counsel and Secretary,
Authorized Officer of Highwoods Properties Inc.

STATE OF NORTH CAROLINA

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) SS:
)

COUNTY OF WAKE

The foregoing instrument was acknowledged before me this 22nd day of December, 2008, by Jeffrey D. Miller as Vice President, General Counsel and Secretary, and on behalf of Highwoods Properties, Inc., a Maryland corporation, such individual is personally known to me.

Sign Name:

Deborah K. Quidort

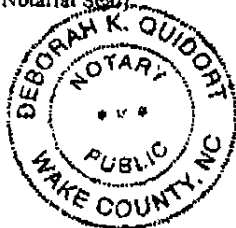
Print Name:

Deborah K. Quidort

Notary Public

Serial No. (none if blank): 20012700084

My Commission Expires: October 10, 2011
(Notarial Seal)



Schedule A
Subsidiaries of Highwoods Properties Inc.

4501 Highwoods Parkway, LLC
4521 Highwoods Parkway, LLC
4551 Cox Road II, LLC
4600 Cox Road II, LLC
581 Highwoods, L.P.
AP Southeast Portfolio Partners, L.P.
Concourse Center Associates, LLC
Dominion Place Condominium Unit Owners Association, Inc.
Glenlake VI Project LLC
Harborview Plaza, LLC
Highwoods 301 Fayetteville St., LLC
Highwoods Colonnade, LLC
Highwoods Development, LLC
Highwoods DLF 97/26 DLF 99/32, L.P.
Highwoods DLF 98/28, L.P.
Highwoods DLF Eola Manager, LLC
Highwoods DLF EOLA Parking, LLC
Highwoods DLF Eola, LLC
Highwoods DLF II, LLC
Highwoods DLF, LLC
Highwoods Forum, LLC
Highwoods KC Glenridge Land, L.P.
Highwoods KC Glenridge Land, LLC
Highwoods KC Glenridge Office, L.P.
Highwoods KC Glenridge, LLC
Highwoods Land, LLC
Highwoods Lessee, LLC
Highwoods Management, LLC
Highwoods Orlando, LLC
Highwoods Properties, Inc.
Highwoods Realty GP Corp.
Highwoods Realty Limited Partnership
Highwoods Services, Inc.
Highwoods/Florida Holdings, L.P.
Highwoods/Tennessee Holdings, L.P.
Highwoods-DLF Forum, LLC
Highwoods-Market Associates LLC
HIW-KC Orlando, LLC
HIW-TN, LLC
HIWTP, LLC
HMA Development Company, LLC
HMA Investment Company, LLC
HMA Land Company, LLC
HPI Title Agency, LLC
HRLP, LLC
Nichols Plaza West, Inc.
Nichols Corner Land, LLC
PAPEC Richmond II, LLC
RC One LLC
Sadler Road Land, LLC
SF-HIW Harborview Plaza, L.P.
Shockoe Plaza Condominium Unit Owners Association, Inc.