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N. Outigan MAR 10 2006



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March 9, 2006

UPS NEXT DAY AIR

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: MG-HIW Tampa, LLC

Dear Florida Department of State:

Enclosed please find a Cover Letter and Application for Withdrawal of Authority for MG-HIW Tampa, LLC, a Delaware entity qualified to transact business in Florida. This entity is withdrawing due to its merger into Highwoods Non-Orlando, LLC ("Surviving Entity"), a Delaware limited liability company, effective December 31, 2005 (a copy is enclosed). The Surviving Entity is qualified to transact business in Florida.

Also enclosed is a \$25.00 filing fee check and a copy of the Application of Withdrawal. Upon filing, please file-stamp the copy and forward it to me in the enclosed self-addressed stamped envelope.

Please call if you have any questions.

I thank you in advance for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Katrina Reck", with a long horizontal flourish extending to the right.

Katrina Reck
North Carolina Certified Paralegal

KR/kr
Enclosures

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

MG-HIW TAMPA, LLC

(Name of limited liability company)

Delaware

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

3100 Smoketree Court, Suite 600

(Mailing address)

Raleigh, North Carolina 27604

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.

(Signature of member or authorized representative of a member)

[SEE ATTACHMENT A]

(Typed or printed name of signee)

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STATE
TALLAHASSEE, FLORIDA

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ATTACHMENT A

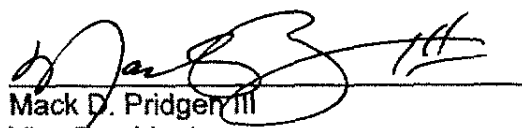
MG-HIW TAMPA, LLC

By: HIGHWOODS NON-ORLANDO, LLC,
its sole member

By: HIGHWOODS REALTY LIMITED PARTNERSHIP,
its sole member

By: HIGHWOODS PROPERTIES, INC.,
its sole general partner

By:


Mack D. Pridgen III
Vice President

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