Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ONE CENTURY PLACE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "WELLS REIT II - ONE CENTURY PLACE, L.L.C." UNDER THE NAME OF "WELLS REIT II - ONE CENTURY PLACE, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2007, AT 4:44 O'CLOCK P.M.

Davidson County FGNCHARTER
Recvd: 01/18/07 10:22 3 pgs
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5350419

DATE: 01-12-07

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:16 PM 01/09/2007
FILED 04:44 PM 01/09/2007
SRV 070026604 - 4271030 FILE

CERTIFICATE OF MERGER
OF
ONE CENTURY PLACE, LLC,
a Delaware limited liability company,
with and into
WELLS REIT II – ONE CENTURY PLACE, L.L.C.,
a Delaware limited liability company

The undersigned limited liability company organized under the Delaware Limited Liability Company Act hereby certifies:

1. The name and jurisdiction of organization of each of the constituent limited liability companies to the merger is as follows:

Name of Limited Liability Company	State of Organization
One Century Place, LLC	Delaware
Wells REIT II – One Century Place, L.L.C.	Delaware

2. The name of the surviving limited liability company of the merger is Wells REIT II – One Century Place, L.L.C., a Delaware limited liability company, and the Certificate of Formation of the Surviving Company is hereby amended to reflect that the new name is WELLS REIT II – ONE CENTURY PLACE, LLC pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

3. A plan and agreement of merger between the parties to the merger has been approved and executed by each of the constituent limited liability companies in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

4. The plan and agreement of merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 6200 The Corners Parkway, Suite 250, Norcross, Georgia 30092.

5. A copy of the plan and agreement of merger will be furnished by the surviving limited liability company, on request and without cost, to any member or any person holding an interest in the constituent limited liability companies.

[Remained of page intentionally left blank.]

IN WITNESS WHEREOF, the surviving limited liability company has caused this Certificate of Merger to be signed as of January 9, 2007.

SURVIVING LIMITED LIABILITY COMPANY

Wells REIT II – One Century Place, LLC, a Delaware limited liability company

By: Wells Operating Partnership II, L.P., a Delaware limited partnership, its sole member

By: Wells Real Estate Investment Trust II, Inc., a Maryland corporation, its general partner

By: _____
Name: Douglas P. Williams
Title: Executive Vice President

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