STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

HIGHWOODS REALTY LIMITED PARTNERSHIP
STE 600
3100 SMOKETREE COURT
RALEIGH, NC 27604

December 26, 2012

Control # 309247 Effective Date: 12/31/2012

Document Receipt

Receipt # : 865078	Filing Fee:	$100.00
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ACKNOWLEDGMENT OF MERGER

HIGHWOODS/TENNESSEE HOLDINGS, L.P. (TENNESSEE) (Qualified Non-survivor)

merged into **HIGHWOODS REALTY LIMITED PARTNERSHIP (NORTH CAROLINA) (Qualified Survivor)**

This will acknowledge the filing of the attached Articles of Merger with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

Davidson County CHARTER
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NORTH CAROLINA
Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

HIGHWOODS/TENNESSEE HOLDINGS, L.P.

INTO

HIGHWOODS REALTY LIMITED PARTNERSHIP

the original of which was filed in this office on the 21st day of December, 2012.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 21st day of December, 2012

Elaine F. Marshall

Secretary of State

Document Id: C201235500749

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Effective: 12/31/2012
Elaine F. Marshall
North Carolina Secretary of State
C201235500749

State of North Carolina
Department of the Secretary of State

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A- 22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Highwoods Realty Limited Partnership, a limited partnership organized under the laws of North Carolina.

2. The address and mailing address of the surviving entity is: 3100 Smoketree Court, Suite 600, Raleigh, Wake County, North Carolina 27604

3. The name of the merged entity is Highwoods/Tennessee Holdings, L.P., a limited partnership organized under the laws of Tennessee.

4. The text of each amendment, if any, to the Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

6. These articles will be effective at 11:59 P.M., Eastern Time, on December 31, 2012.

This the 19th day of December, 2012.

HIGHWOODS REALTY LIMITED PARTNERSHIP

By: HIGHWOODS PROPERTIES, INC.,
its general partner

By: _____
Jeffrey D. Miller
Vice President, General Counsel and Secretary

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Affidavit

I, Danielle Burns , do hereby make oath that I am the custodian of the electronic version of the attached document tendered for registration herewith and that this is a true and correct copy of the original document executed and authenticated according to law.

Danielle Burns

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Ruth F. Arnold, a notary public for this county and state, Danielle Burns

who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Ruth F. Arnold

Notary signature

My Commission Expires: August 17, 2015

Notary Seal:

