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LIMITED PARTNERSHIP AMENDMENT

ONE ENTERPRISE CENTER, LTD.

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
ONE ENTERPRISE CENTER, LTD.**

This Amended and Restated Certificate of Limited Partnership of One Enterprise Center, Ltd. (the "Partnership") is entered into as of the 21st day of March, 2002, among Faison-Jacksonville Properties, Inc., a Florida corporation, and One Enterprise Center GP, LLC, a Florida limited liability company (Faison-Jacksonville Properties, Inc. and One Enterprise Center GP, LLC collectively referred to as "General Partners"), and amends and restates the Restated and Amended Certificate of Limited Partnership of One Enterprise Center, Ltd. filed on October 19, 1984. This Amended and Restated Certificate of Limited Partnership is being duly executed and filed in accordance with Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

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1. The name of the Partnership is One Enterprise Center, Ltd., which when originally formed on July 13, 1983, was named Chafai Limited Partnership and which name was previously changed to One Enterprise Center, Ltd. by amendment filed on July 19, 1984 with the Secretary of State of the State of Florida.

2. The principal place of business of the Partnership is 121 West Trade Street, Suite 2550, Charlotte, North Carolina 28202.

3. The latest date upon which the Partnership is to be dissolved is December 31, 2082.

4. The purposes of the Partnership shall be to engage solely in the following activities:

(a) To ground lease Property from Baywater Holding Company B.V. ("Baywater"), and to acquire fee title to the Property through a contribution of such fee interest in Baywater.

(b) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge, and otherwise deal with the Property, specifically including a twenty-one story office building (the "Building") located on the Property, upon such terms and conditions as the General Partners may from time to time reasonably determine, subject to the terms of the Limited Partnership Agreement.

(c) To exercise all powers enumerated in the Florida Revised Uniform Limited Partnership Act (1986) necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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5. The name and business address of each General Partner are as follows:

NAME

ADDRESS

One Enterprise Center GP, LLC

7102-477

121 West Trade Street, Suite 2550

Charlotte, North Carolina 28202

Faison-Jacksonville Properties, Inc.

857036

121 West Trade Street, Suite 2550

Charlotte, North Carolina 28202

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership has been sworn to as of the date first written above.

FAISON-JACKSONVILLE PROPERTIES, INC., as General Partner

ONE ENTERPRISE CENTER GP, LLC as General Partner

By: 

Name:

DAVID B. CHANDLER

Title:

VICE PRESIDENT

By: 

Name:

DAVID B. CHANDLER

Title:

VICE PRESIDENT

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