

A9 500000139

WILLIAM T. GRAVES
(704) 377-8323

ROBINSON, BRADSHAW & HINSON, P.A.
1900 INDEPENDENCE CENTER
101 NORTH TRYON STREET
CHARLOTTE, NORTH CAROLINA 28216
TELEPHONE (704) 377-2536
FAX (704) 378-4000

SOUTH CAROLINA OFFICE
THE GUARDIAN BUILDING
ONE LAW PLACE - SUITE 600
P.O. DRAWER 12070
ROCK HILL, S.C. 29731
TELEPHONE (803) 325-2900
FAX (803) 325-2929

January 26, 1995

1/27/95

VIA FEDERAL EXPRESS

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Limited Partnership Division

U. TAX _____
FILING _____
FILING FEE _____
COPY _____
TOTAL _____
PARK _____
BALANCE DUE _____
FUND _____

FILED
SECRETARY OF STATE
CORPORATIONS
95 JAN 27 AM 10:21

Re: ~~Faison-International Drive Limited Partnership~~
and
FCD-International Drive Limited Partnership

Dear Sir/Madam:

700001395687
-02/01/95--01087--001
****175.00 ****140.00

Please find enclosed herein the following documents for filing with your office:

1. Two (2) originals of the Certificate of Limited Partnership with two (2) originals of the Affidavit of Capital Contributions of the Limited Partners of Faison-International Drive Limited Partnership attached thereto.
1. Two (2) originals of the Certificate of Limited Partnership with two (2) originals of the Affidavit of Capital Contributions of the Limited Partners of FCD-International Drive Limited Partnership attached thereto.

Also enclosed please find our firm's check in the amount of \$175.00 to cover the filing fee for same. Please file these documents and return copies to us showing filing information in the enclosed, self-addressed, stamped envelope.

Please contact the undersigned should you have any questions.

Sincerely,

ROBINSON, BRADSHAW & HINSON, P.A.

William T. Graves
William T. Graves

WTG/wm
Enclosures

pick up 1/27

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner hereby files this Certificate of Limited Partnership of FCD-International Drive Limited Partnership (the "Partnership") with the Florida Department of State in order to form a limited partnership pursuant to Section 620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the Partnership is FCD-International Drive Limited Partnership.

2. Business Address. The business address of the Partnership in the State of Florida and the address at which the Partnership shall keep the records regarding the name, address and capital contributions of its limited partners is as follows:

Suite 500
225 E. Robinson St.
Orlando, Florida 32801
Attention: Mr. John M. Joyce

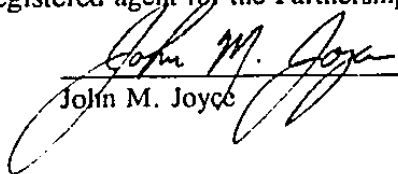
3. General Partner. The name and the business address of the general partner of the limited partnership is:

Faison Capital Development, Inc.
121 West Trade Street
1900 Interstate Tower
Charlotte, North Carolina 28202-5399
Attention: Mr. Robert W. Liptak

4. Registered Agent and Registered Office. The name and address of the registered agent for service of process are:

Mr. John M. Joyce
Suite 500
225 E. Robinson St.
Orlando, Florida 32801

The registered agent has signed in the space below to evidence his acceptance of his appointment as registered agent for the Partnership.


John M. Joyce

Date: January 17, 1995

FILED
STATE
SECRETARY OF
CORPORATIONS
JAN 27 AM 10:21

5. Partnership Mailing Address. The mailing address for the limited partnership is:

121 West Trade Street
1900 Interstate Tower
Charlotte, North Carolina 28202-5399

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2015.

Signed this 25th day of January, 1995.

FCD-INTERNATIONAL DRIVE LIMITED
PARTNERSHIP, a Florida limited
partnership, General Partner

BY: Faison Capital Development, Inc., General
Partner

By:

Billie R. Whitaker
Billie R. Whitaker, Vice President

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

THE FOREGOING instrument was acknowledged and sworn to before me, this 25th day of January, 1995, by Billie R. Whitaker, Vice President of Faison Capital Development, Inc., General Partner of FCD-International Drive Limited Partnership, a North Carolina limited partnership.

John Kinley
Notary Public

State of North Carolina at Large
My Commission Expires August 7, 1995

My Commission Expires: _____

[NOTARIAL SEAL]

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF FCD-INTERNATIONAL DRIVE LIMITED
PARTNERSHIP, A FLORIDA LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Billie R. Whitaker, Vice President of Faison Capital Development, Inc., a North Carolina corporation, general partner of FCD-International Drive Limited Partnership, a Florida limited partnership (hereinafter referred to as the "Partnership"), who certifies as follows:

1. The amount of capital contributions of the limited partners of the Partnership is Fifty Dollars (\$50.00).

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is Fifty Dollars (\$50.00).

This 25th day of January, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

**FAISON CAPITAL DEVELOPMENT, INC., a
North Carolina corporation, General Partner of
FCD-International Drive Limited Partnership**

By:

Billie R. Whitaker
Billie R. Whitaker, Vice President

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
JAN 27 AM 10:21

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

January 25, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Billie R. Whitaker, Vice President of Faison Capital Development, Inc., General Partner of FCD-International Drive Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as the Vice President of the General Partner of FCD-International Drive Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of January, 1995.

John Kinley
Notary Public

State of North Carolina at Large

My Commission Expires August 7, 1995

My Commission Expires: _____

[NOTARIAL SEAL]

FILED
STATE
SECRETARY OF
RECORDS
95 JAN 27 AM 10:21

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Candice Matthews
Secretary of State
DIVISION OF CORPORATIONS

FILED

05 OCT -2 AM 11:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a.

DOCUMENT #
A95000000139

FCD-INTERNATIONAL DRIVE LIMITED PARTNERSHIP

Maining Address

1000 INTERSTATE TOWER
121 WEST TRADE STREET
CHARLOTTE NC 28202-5399

Principal Office Address

225 E. ROBINSON STREET, SUITE 500
ORLANDO FL 32801

If above addresses are incorrect in any way, file through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA 01/27/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$50.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number
56-1905715

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

90 % Applicant Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$134.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

JOYCE, JOHN M
225 E. ROBINSON STREET, SUITE 500
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

DATE

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

FAISON CAPITAL DEVELOPMENT,

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

121 WEST TRADE ST., 1

11b. City, State & Zip Code

CHARLOTTE NC 28202

11c. Registration/
Document Number

F92000000184

400001603334
-10/03/95--01027--035
****191.25 ****191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

ELIZABETH M. SPED. ASST. SECRETARY
FAISON CAPITAL DEVELOPMENT, INC.

DATE

9-27-95

Telephone Number

704.331.2500

Typed or Printed Name of General Partner Signing Form

0000294

CR2E003 (6/95)

A-95000000139

ROBINSON, BRADSHAW & HINSON, P.A.

ATTORNEYS AT LAW

101 NORTH TRYON STREET, SUITE 1900
CHARLOTTE, NORTH CAROLINA 28246

TELEPHONE (704) 377-2536
FAX (704) 378-4000

WILLIAM T. GRAVES
DIRECT DIAL NO. (704) 377-8323
DIRECT FAX NO. (704) 377-3923
INTERNET WGRAVES@RBH.COM

SOUTH CAROLINA OFFICE
THE GUARDIAN BUILDING
ONE LAW PLACE - SUITE 600
P.O. DRAWER 12070
ROCK HILL, S.C. 29731
TELEPHONE (803) 325-2900
FAX (803) 325-2929

December 17, 1996

VIA FEDERAL EXPRESS

700002032667--7
-12/18/96--01079--016
*****52.50 *****52.50

Florida Secretary of State
Division of Corporations
409 East Gaines Street
The Capital Room 2002
Tallahassee, Florida 32301-8047

Attention: Limited Partnership Division

Re: FCD-International Drive Limited Partnership

Dear Sir/Madam:

Please find enclosed herein the following document for filing with your office:

1. Original (and one copy) of the Certificate of Amendment to the Certificate of Limited Partnership for FCD-International Drive Limited Partnership.

Also enclosed is our firm's check in the amount of \$52.50 in payment of the filing fee as well as a Federal Express airbill for your use in returning a file-stamped copy to us.

Please contact the undersigned should you have any questions.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.

William T. Graves
William T. Graves

WTG/wm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 18 AM 10:13

A95000000139

KWM

12-18

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

96 DEC 18 AM 10:13

OF

FCD-INTERNATIONAL DRIVE LIMITED PARTNERSHIP

**PURSUANT TO THE PROVISIONS OF SECTION 620.109 FLORIDA STATUTES, THIS
FLORIDA LIMITED PARTNERSHIP HEREBY SUBMITS THIS CERTIFICATE OF
AMENDMENT TO ITS LIMITED PARTNERSHIP CERTIFICATE:**

1. The name of the limited partnership is FCD-International Drive Limited Partnership (the "Partnership").

2. The Partnership filed its original Certificate of Limited Partnership on January 27, 1995 (the "Certificate").

3. Section 3 of the Certificate listing the General Partner of the Partnership is amended to reflect the admission of Faison International Drive, Inc. as the sole General Partner of the Partnership effective as of December 1, 1996, and the withdrawal of Faison Capital Development as General Partner of the Partnership effective as of December 1, 1996.

4. Section 3 of the Certificate concerning the name and address of the General Partner of the Partnership is amended to read:

Name:

F96000006536
Faison International Drive, Inc.

Address:

121 West Trade Street
1900 Interstate Tower
Charlotte, N.C. 28202-5399
Attn: Mr. Allen S. Jackson

[signatures on following page]

FAISON CAPITAL DEVELOPMENT, INC.,
Withdrawing General Partner

By: 
Name: PHILIP W. NORWOOD
Title: PRESIDENT

Dated this 11th day of December, 1996.

FAISON INTERNATIONAL DRIVE, INC., New
General Partner

By: 
Name: PHILIP W. NORWOOD
Title: PRESIDENT

Dated this 11th day of December, 1996.

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

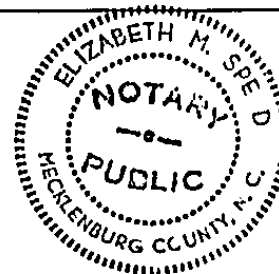
THE FOREGOING instrument was acknowledged and sworn to before me, this 11th day of December, 1996, by Philip W. Norwood, President of Faison Capital Development, Inc., Withdrawing General Partner of FCD-International Drive Limited Partnership, a North Carolina limited partnership.


Notary Public

State of North Carolina at Large

My Commission Expires: 5-1-2000

[NOTARIAL SEAL]



STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

THE FOREGOING instrument was acknowledged and sworn to before me, this 11th day of December, 1996, by Philip W. Norwood, President of Faison International Drive, Inc., New General Partner of FCD-International Drive Limited Partnership, a North Carolina limited partnership.


Notary Public

State of North Carolina at Large

My Commission Expires: 5-1-2000

[NOTARIAL SEAL]

