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December 17, 1996

VIA FEDERAL EXPRESS

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-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  
96 DEC 18 AM 10:13

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KWM

WILLIAM T. GRAVES

WILLIAM T. GRAVES

12-18

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**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:

F9600000 6536  
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 11<sup>th</sup> day of December, 1996.

FAISON INTERNATIONAL DRIVE, INC., New  
General Partner

By: 

Name: PHILIP W. NORWOOD

Title: PRESIDENT

Dated this 11<sup>th</sup> day of December, 1996.

STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

THE FOREGOING instrument was acknowledged and sworn to before me, this 11<sup>th</sup> 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 11<sup>th</sup> 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]