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April 3, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Limited Partnerships

100001769851
-04/04/96--01098--003
*****175.00 *****87.50

Re: Faison-Jupiter Farms Limited Partnership and
FCD-Jupiter Farms Limited Partnership

Dear Sir/Madam:

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

1. Faison-Jupiter Farms Limited Partnership - Two originals
of the Certificate of Limited Partnership;
2. Faison-Jupiter Farms Limited Partnership - Two originals
of the Affidavit of Capital Contributions of the Limited
Partners of Faison-Jupiter Farms Limited Partnership, a
Florida Limited Partnership;
3. FCD-Jupiter Farms Limited Partnership - Two originals of
the Application by Foreign Limited Partnership for
Authorization to Transaction Business in Florida; and
4. FCD-Jupiter Farms Limited Partnership - Two originals of
the Affidavit of Capital Contributions of the Limited
Partners of FCD-Jupiter Farms Limited Partnership, a
North Carolina Limited Partnership.

Name	William T. Graves
Available	Yes
Document	\$175.00 (\$87.50 per filing)
Examiner	Please file these documents and return copies to us showing filing information using the enclosed Federal Express airbill.
Updater	DCC
Updater	Please
Verifier	DCC
Acknowledgment	DCC
Witness	

We are also enclosing herein our check in the amount of
\$175.00 (\$87.50 per filing) to cover the filing fees for same.
Please file these documents and return copies to us showing filing
information using the enclosed Federal Express airbill.

Please contact the undersigned should you have any questions.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.

William T. Graves

WTG:wm
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner hereby files this Certificate of Limited Partnership of **Falson-Jupiter Farms 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 Falson-Jupiter Farms 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, addresses 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:

BN6000000120
FCD-Jupiter Farms Limited Partnership
121 West Trade Street
1900 Interstate Tower
Charlotte, North Carolina 28202-5399
Attention: Mr. Robert W. Liptak

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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
John M. Joyce

Date: 3/26/96

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, 2002.

Signed this 2nd day of April, 1996.

FAISON-JUPITER FARMS LIMITED PARTNERSHIP, a
Florida limited partnership (SEAL)

BY: FCD-Jupiter Farms Limited Partnership, a North Carolina
limited partnership, General Partner

BY: Faison Capital Development, Inc., a North Carolina
corporation, General Partner

By: [Signature]
Name: JAMES H. CULPEPPER, IV
Title: VICE-PRESIDENT

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APR 4 1996
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STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

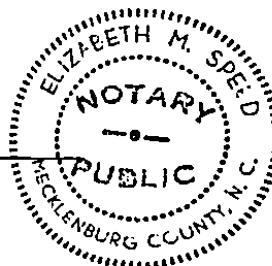
THE FOREGOING instrument was acknowledged and sworn to before me, this 2nd day of April, 1996, by James H. Culpepper, IV, Vice President of Faison Capital Development, Inc., General Partner of FCD-Jupiter Farms Limited Partnership, a North Carolina limited partnership, General Partner of Faison-Jupiter Farms Limited Partnership.

[Signature]
Notary Public

State of North Carolina at Large

My Commission Expires: May 1, 2000

[NOTARIAL SEAL]



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF FAISON-JUPITER FARMS LIMITED
PARTNERSHIP, A FLORIDA LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared James H. Culpepper IV,
VICE PRESIDENT of Faison Capital Development, Inc., a North Carolina
corporation, general partner of FCD-Jupiter Farms Limited Partnership, a North Carolina limited
partnership, general partner of Faison-Jupiter Farms 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
One Hundred Dollars (\$100.00).

2. The anticipated amount of the capital contributions of the limited partners that are
allocated for the purposes of transacting business in Florida is One Hundred Dollars (\$100.00).


This AND day of April, 1996.

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-Jupiter
Farms Limited Partnership, General Partner of Faison-
Jupiter Farms Limited Partnership

By:
Name:
Title:



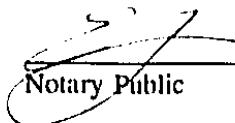
JAMES H. CULPEPPER, IV
VICE-PRESIDENT

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

April 2, 1996

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 JAMES H. Colprent, IV, Vice President of Faison Capital Development, Inc., General Partner of FCD-Jupiter Farms Limited Partnership, General Partner of Faison-Jupiter Farms Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he/she acknowledged to me and before me that he/she executed this Affidavit as the Vice President of the General Partner of FCD-Jupiter Farms Limited Partnership which is, in turn, the General Partner of Faison-Jupiter Farms Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd day of April, 1996.


Notary Public

State of North Carolina at Large

My Commission Expires: 5-1-2000

[NOTARIAL SEAL]

