

**SOUTH CAROLINA OFFICE  
THE GUARDIAN BUILDING  
ONE LAW PLACE - SUITE 600  
P.O. DRAWER 13070  
ROCK HILL, S.C. 29731  
TELEPHONE (803) 325-2900  
FAX (803) 325-2929**

Please file these documents and ~~return them~~ to us showing filing information via Federal Express. I have enclosed an airbill for this purpose. W. P. Verity

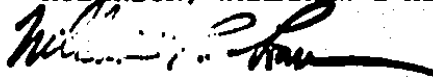
Florida Department of State  
December 3, 1996  
Page 2

---

Please contact the undersigned should you have any questions.

Sincerely,

ROBINSON, BRADSHAW & HINSON, P.A.



William T. Graves

WTG/wm  
Enclosures

FILED  
96 DEC -5 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned general partner hereby files this Certificate of Limited Partnership of Faison-International Drive No. II, Ltd. (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 Faison-International Drive No. II, Ltd.
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:

FCD-International Drive No. II, Ltd. *A96-2303*  
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*  
John M. Joyce

Date: November 21, 1996

FILED  
96 DEC -5 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 ~~27th~~ day of November, 1996.

3 December

FAISON-INTERNATIONAL DRIVE NO. II, LTD.,  
a Florida limited partnership (SEAL)

BY: FCD-International Drive No. II, Ltd., a Florida  
limited partnership, General Partner

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

By: Billie R. Whitaker  
Name: Billie R. Whitaker  
Title: Treasurer

STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

THE FOREGOING instrument was acknowledged and sworn to before me, this 3  
day of November, 1996, by Billie Whitaker, Treasurer  
of Faison Capital Development, Inc., General Partner of FCD-Faison-International Drive No.  
II, Ltd., a Florida limited partnership, General Partner of FAISON-INTERNATIONAL DRIVE  
NO. II, LTD.

Evelyn R. Jones  
Notary Public

State of North Carolina at Large

My Commission Expires: 7-23-2001



FILED  
06 DEC -5 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF THE LIMITED PARTNERS OF  
FAISON-INTERNATIONAL DRIVE NO. II, LTD.,  
A FLORIDA LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Billie Whitaker,  
Treasurer of Faison Capital Development, Inc., a North Carolina corporation, general  
partner of FCD-International Drive No. II, Ltd., a Florida limited partnership, which, in turn,  
is general partner of Faison-International Drive No. II, Ltd., 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 3 day of December, 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-International  
Drive No. II, Ltd.**

By:  
Name:  
Title:

Billie R. Whitaker  
Billie R. Whitaker  
Treasurer

FILED  
96 DEC -5 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA  
COUNTY OF MECKLENBURG

December 3, 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 Billie R. Whitaker, Treasurer of Faison Capital Development, Inc., General Partner of FCD-International Drive No. II, Ltd., a Florida limited partnership which, in turn, is general partner of FAISON-INTERNATIONAL DRIVE NO. II, LTD., 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 Treasurer of the General Partner of FCD-International Drive No. II, Ltd., a Florida limited partnership which, in turn, is general partner of FAISON-INTERNATIONAL DRIVE NO. II, LTD.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of December, 1996.

Evelyn K Jones  
Notary Public

State of North Carolina at Large

My Commission Expires: 7-23-2001

[NOTARY SEAL]



FILED  
96 DEC -5 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA