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October 29, 1997

VIA FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
The Capital Room 2002
Post Office Box 6327
Tallahassee, Florida 32301-8047

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-10/30/97--01055--004
*****87.50 *****87.50

Attention: Qualification/Registration Division

Re: Faison-Julington Creek Park Limited Partnership

Dear Sir/Madam:

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

1. One (1) original of the Certificate of Limited Partnership;
2. One (1) original of the Affidavit of Capital Contributions of the Limited Partners of Faison-Julington Creek Park Limited Partnership, a Florida limited partnership (with notary statement attached); and
3. Our firm's check in the amount of \$87.50 to cover the filing fees for the limited partnership.

Please file these documents and return copies to us showing filing information in the enclosed, self-addressed, stamped envelope.

Please feel free to call me should you have any questions.

Very truly yours,

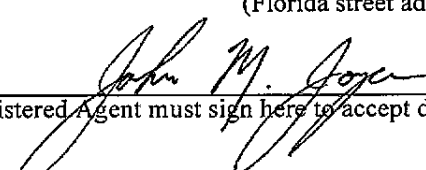
Shaker M. Phillips

Heather M. Philips
Legal Assistant

Name	10/21/97
Availability	DCC Please feel
Document Examiner	DCC
	DCC
Minister	
Secretary	
Admno HMPment	DCC
Enclosure(s)	
W. P. Verifier	DCC

A9-000002380

CERTIFICATE OF LIMITED PARTNERSHIP

1. Faison-Julington Creek Park Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 121 West Trade Street, Suite 1900, Charlotte, North Carolina 28202-5399
(Business address of Limited Partnership)
3. John M. Joyce
(Name of Registered Agent for Service of Process)
4. c/o Faison & Associates 225 E. Robinson Street, Suite 500, Orlando, Florida 32801
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 121 West Trade Street, Suite 1900, Charlotte, North Carolina 28202-5399
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2025
8. Name(s) of general partner(s): _____ Street address: _____
FCD-1997 G.P., Inc. 121 West Trade Street, Suite 1900
F970000004497 Charlotte, North Carolina 28202-5399

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

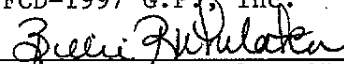
Signed this 27th day of October, 19 97.

Signature of all general partners:

General Partner

General Partner

General Partner

FCD-1997 G.P., Inc.
By: 
General Partner
Billie R. Whitaker, Vice President

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF FAISON-JULINGTON CREEK PARK LIMITED
PARTNERSHIP, A FLORIDA LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Billie R. Whitaker, Vice President of FCD-1997 G.P., Inc., a North Carolina corporation, general partner of Faison-Julington Creek Park 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 (\$1.00).

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 Dollar (\$1.00).

This 27th day of October, 1997.

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.

FCD-1997 G.P., INC., a North Carolina corporation,
General Partner of Faison-Julington Creek Park Limited
Partnership

By:

Billie R. Whitaker
Billie R. Whitaker, Vice President

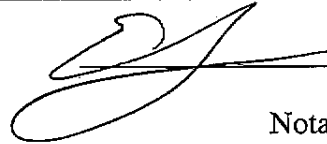
FILED
OCT 30 PM 2:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

Oct. 27, 1997

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 FCD-1997 G.P., Inc., General Partner of Faison-Julington Creek Park Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as the Vice President of the General Partner of Faison-Julington Creek Park Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of Oct., 1997.

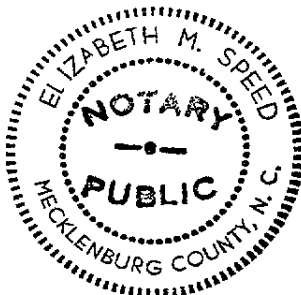


Notary Public

State of North Carolina at Large

My Commission Expires: 5-1-2000

[NOTARIAL SEAL]



FILED
97 OCT 30 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA