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April 3, 1998

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VIA FEDERAL EXPRESS

Florida Department of State
Corporation Records Bureau
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

700002480147--7
-04/06/98--01102--003
*****87.50 *****87.50

Re: Faison-Westland Limited Partnership
Faison-Lakeland Limited Partnership

Dear Sir/Madam:

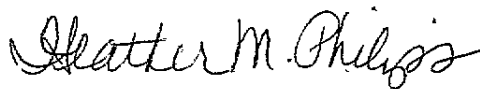
Enclosed herein please find the following documents for recording with your office:

1. Two (2) original Certificates of Limited Partnership for Faison-Westland Limited Partnership;
2. Two (2) original Affidavits of Capital Contributions of the Limited Partners of Faison-Westland Limited Partnership, a Florida Limited Partnership;
3. Two (2) original Certificates of Limited Partnership for Faison-Lakeland Limited Partnership; and
4. Two (2) original Affidavits of Capital Contributions of the Limited Partners of Faison-Lakeland Limited Partnership, a Florida Limited Partnership.

I have enclosed our firm's checks (2) each in the amount of \$87.50 for this service. Please send a file stamped recorded copy back to me using the enclosed return federal express envelope. Please feel free to call me with any questions. Thank you for your assistance in this matter.

With best regards, I am

Very truly yours,



Heather M. Philips
Legal Assistant

Enclosure(s)

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner hereby files this Certificate of Limited Partnership of **Faison-Westland 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 Faison-Westland 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:

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

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

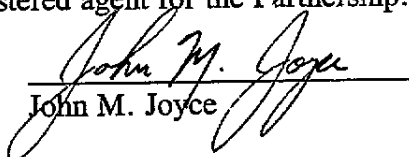
FCD-1997 G.P., Inc. *897-4497*
121 West Trade Street
1900 Interstate Tower
Charlotte, North Carolina 28202-5399

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98 APR -6 PM 1:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

Mr. John M. Joyce
225 E. Robinson Street
Suite 500
Orlando, Fla. 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: 4/1/98

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

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

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2025.

Signed this 2nd day of April, 1998.

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

BY: FCD-1997 G.P., Inc., a North Carolina corporation,
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 2nd day of April, 1998, by Billie R. Whitaker, Vice President of FCD-1997 G.P., Inc., General Partner of Faison-Westland Limited Partnership.

Diane K. Hunter
Notary Public

State of North Carolina at Large

My Commission Expires: My Commission Expires December 10, 2002

[NOTARY SEAL]



FILED
98 APR -6 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF FAISON-WESTLAND 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-Westland 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 Ninety-Nine Dollars (\$99.00).

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is Ninety-Nine Dollars (\$99.00).

This 1st day of April, 1998.

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-Westland Limited Partnership**

By:


Billie R. Whitaker, Vice President

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

April 2, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments 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-Westland 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 President of the General Partner of Faison-Westland 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, 1998.

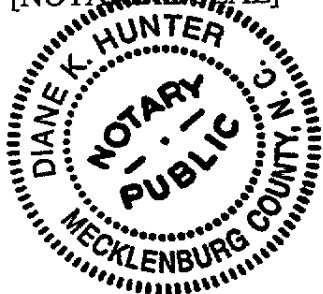
Diane K. Hunter

Notary Public

State of North Carolina at Large

My Commission Expires: My Commission Expires December 10, 2002

[NOTARIAL SEAL]



FILED
98 APR -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA