

F92000000/64

Faison

January 29, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003662817--3
-02/09/01--01009--002
*****35.00 *****35.00

Re: Merger of Faison Capital Development, Inc. into Faison Capital Development 2000, LLC

Dear Sir or Madam:

Pursuant to a merger that became effective on December 31, 2000, Faison Capital Development, Inc. merged into Faison Capital Development 2000, LLC and the name of the surviving entity is Faison Capital Development, LLC. Based on a conversation that I had with your office, it is my understanding that I must withdraw the non-survivor of the merger and file an amendment to our Application for Authorization to effectuate the name change of the survivor.

Enclosed is the Application for Withdrawal for Faison Capital Development, Inc., together with the filing fee of \$35.00. Also enclosed is the Application to File Amendment to Application for Authorization to Transact Business in Florida for Faison & Associates 2000, LLC, together with the filing fee of \$25.00. A certified copy of the Articles of Merger from the North Carolina Department of the Secretary of State is included as evidence that the merger occurred and a Certificate of Existence reflects that the surviving entity is active and current in North Carolina.

Please process the enclosed documents and return the acknowledgment copies to my attention in the envelope provided. If you should have any questions or concerns, please do not hesitate to give me a call at (704) 972-2544. Thanks for your assistance with this matter.

Sincerely,

Grace Keel

Grace Keel
Legal Assistant

Enclosures

FILED
01 FEB -9 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Withdraw

T. LEWIS FEB 12 2001

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Faison Capital Development, Inc.

(Name of Corporation)

North Carolina

(Incorporated Under Laws Of)

FILED
FEB -9 PM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

121 West Trade Street, Suite 2550

(Mailing Address)

Charlotte, NC 28202

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Vice President

Title

Billie R. Whitaker

Typed or printed name

1/22/01

Date