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TALLAHASSEE, FLORIDA

T. CLINE

APR 23 2012

EXAMINER

Moore&VanAllen

April 19, 2012

Winston Phillips
Paralegal

T 704 331 2410
F 704 378 1971
winstonphillips@mvalaw.com

Moore & Van Allen PLLC

Suite 4700
100 North Tryon Street
Charlotte, NC 28202-4003

VIA UPS OVERNIGHT MAIL

Florida Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: FCA Fund Orlando I, LLC, FCA Fund I, LLC, and FCA Fund II, LLC – Statements of Change of Registered Office or Registered Agent or Both for Limited Liability Company

Dear Sir/Madam:

Please find enclosed one (1) original counterpart of the Statements of Change of Registered Office or Registered Agent or Both for Limited Liability Company for FCA Fund Orlando I, LLC, one (1) original counterpart of the Statements of Change of Registered Office or Registered Agent or Both for Limited Liability Company for FCA Fund I, LLC, and also one (1) original counterpart of the Statements of Change of Registered Office or Registered Agent or Both for Limited Liability Company for FCA Fund II, LLC (along with photocopies of the same to be used as a time-stamped copy) for filing at your earliest convenience, along with our firm's check, in the amount of $75.00, for payment of the required filing fees for all three entities.

Upon filing, please return a time-stamped copy to me in the enclosed self-addressed – postage paid envelope.

If you have any questions regarding the enclosed, please don't hesitate to contact me.

Very truly yours,

Moore & Van Allen PLLC

Winston Phillips
Paralegal

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FCA Fund I, LLC
Name of Limited Liability Company

Dear Sir or Madam:

The enclosed Registered Agent/Registered Office Change and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Winston Phillips
Name of Person

Moore & Van Allen
Firm/Company

100 N. Tryon Street, Suite 4700
Address

Charlotte, North Carolina 28202
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Winston Phillips at (704) 331-2410
Name of Person — Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☑ $25 Filing Fee ☐ $55 Filing Fee & Certified Copy

INHS18 (5/08)

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR LIMITED LIABILITY COMPANY

Pursuant to the provisions of sections 608.416 or 608.508, Florida Statutes, the undersigned limited liability company submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. Name of the limited liability company: FCA Fund I, LLC

2. (a) Principal office address of limited liability company: 188 East Capitol Street, Suite 1000
Jackson, MS 39201

(Note: MUST BE STREET ADDRESS)

(b) Mailing address of limited liability company: 188 East Capitol Street, Suite 1000
Jackson, MS 39201

(Note: MAY BE POST OFFICE BOX)

August 29. 2005
3. Date of filing/registration in Florida

M05000004804
4. Document number

5. (a) Registered Agent and Registered Office shown on the records of the Florida Dept. of State:

Registered Agent: NRAI Services, INC.

Registered Office Address: 515 E. Park Avenue
Tallahassee, Florida 32301

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2012 MAR 20 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) Enter name of **NEW Registered Agent** and/or **NEW Registered Office address**:

NEW Registered Agent: CT Corporation System

NEW Registered Office Address: 1200 South Pine Island Road
(MUST BE FLORIDA STREET ADDRESS)
Plantation, FL 33324

If the limited liability company is not organized under the laws of the State of Florida, it is hereby confirmed that after the change or changes are made, the Florida street address of the registered office and the business office of the registered agent will be identical. Or, in the case of a Florida limited liability company, it is hereby confirmed that the change(s) was/were authorized by an affirmative vote of the members of the limited liability company or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

FCA FUND I, LLC,
a Delaware limited liability company

By: FCA-III, LLC, a Delaware limited liability company, its sole member

By: Faison & Associates, LLC, a North Carolina limited liability company, its manager

By: Edward M Cherry
Name: Edward Cherry
Title: Vice-President

Signature of a member or authorized representative of a member

See signature block to the right
Printed or typed name of signee

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Signature of Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: $25.00

INHS18 (05/08)

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TALLAHASSEE, FLORIDA

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FCA FUND I, LLC,
a Delaware limited liability company

By: FCA-III, LLC, a Delaware limited liability company, its sole member

By: Faison & Associates, LLC, a North Carolina limited liability company, its manager

By: Edward M Cherry
Name: Edward Cherry
Title: Vice-President

Signature of a member or authorized representative of a member

See signature block to the right
Printed or typed name of signee

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

Terence Hardley Asst. Secretary
Signature of Registered Agent

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314
FILING FEE: $25.00

INHS18 (05/08)