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ACCOUNT NO. : 072100000032

REFERENCE : 812741 4321551

AUTHORIZATION : Patricia Pappas

COST LIMIT : \$ 70.00

ORDER DATE : May 8, 1998

ORDER TIME : 3:36 PM

ORDER NO. : 812741-005

600002517856--1

CUSTOMER NO: 4321551

CUSTOMER: Ms. Julia Leopard
MOORE & VAN ALLEN

Floor 47
100 North Tryon Street
Charlotte, NC 28202-4003

DOMESTIC FILING

NAME: CFP #5, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L. Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAY -8 PM 4: 08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FL 32304

FILED
98 MAY -8 AM 9: 13
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SP 5/11/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 9:13

ARTICLES OF INCORPORATION
OF
CFP #5, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CFP #5, INC.

The address of the principal office of this corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have five Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Edward C. Neil Dir.	100 North Tryon Street, Floor 47 Charlotte, North Carolina 28202-4003
Thomas A. Hager Dir.	Same
Lee G. Brown Dir.	Same
R. Keith Townsend Dir.	Same
Richard D. Berry Jr. Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Edward C. Neil Pres.	100 North Tryon Street, Floor 47 Charlotte, North Carolina 28202-4003
Thomas A. Hager Sec./Treas.	Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 8, 1998.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -8 AM 9:13

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By:

Deborah D. Skipper

It's Agent, Deborah D. Skipper

RSE/sle