

BK: 08899 PG: 0267/0269 #:0394 12.00
JUDITH A GIBSON REG OF DEEDS MECK NC
FILED FOR REGISTRATION 01/17/97 16:08

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

RATIFICATION AND CONSENT

THIS RATIFICATION AND CONSENT is made and entered into this 17th day of January, 1997 by NORTHCROSS BUSINESS PARKS LIMITED PARTNERSHIP, a North Carolina Limited Partnership ("NorthCross");

WITNESSETH:

THAT WHEREAS, Huntlands Limited Partnership, as Declarant, did execute that one certain Third Amendment and Supplementary Declaration of Covenants, Conditions and Restrictions for NorthCross, recorded in Book 8325, Page 365, Mecklenburg County Public Registry (the "Third Amendment"); and

WHEREAS, NorthCross, as owner of the Annexed Property described therein desires to ratify and consent to the annexation and amendment made by Declarant as set forth in the Third Amendment.

NOW, THEREFORE, for and in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby expressly acknowledged and confessed by the undersigned, the undersigned does hereby ratify, join in and consent to the provisions of the Third Amendment and the annexation of the Annexed Property as described therein.

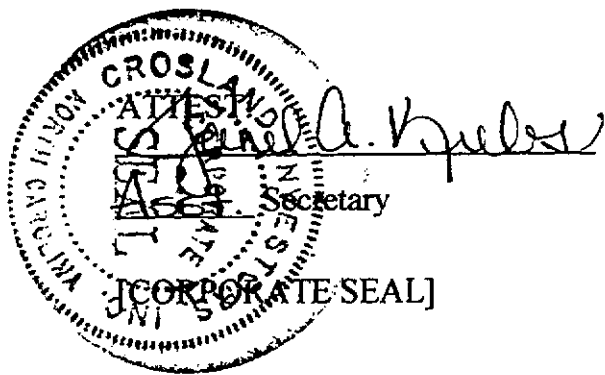
IN WITNESS WHEREOF, the parties hereto have caused these presents to be duly executed under seal as of the day and year first written above.

NORTHCROSS BUSINESS PARKS LIMITED PARTNERSHIP (SEAL)

By: Huntlands Limited Partnership, a North Carolina limited partnership, General Partner (SEAL)

By: Crosland Investors, Inc., General Partner

By: James E. Airfield
Title: V.P.



[Handwritten mark]

By: Huntington Capital, Inc., General Partner

ATTEST: Sheila A. Voliver
act. Secretary

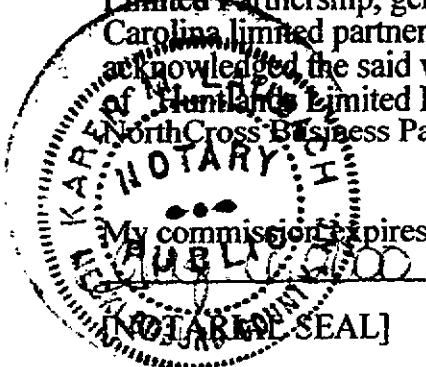
By: [Signature]
Title: President

[CORPORATE SEAL]

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 16th day of January, 1997, personally came before me, James E. Merrifield, who being by me duly sworn, says that he is Vice President of Crosland Investors, Inc., general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership; that the seal affixed to the foregoing instrument in writing is the corporate seal of said Crosland Investors, Inc.; and that said writing was signed and sealed by him on behalf of said corporation, acting as general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership, by authority duly given. And the said Vice President acknowledged the said writing to be the act and deed of said corporation, acting as general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership.



[Signature]
Notary Public

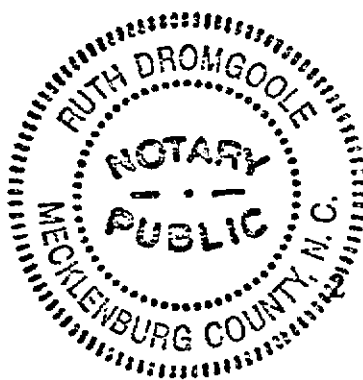
STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

This 17th day of JANUARY, 1997, personally came before me, MARK W. ERWIN, who being by me duly sworn, says that he is — President of Huntington Capital, Inc., general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership; that the seal affixed to the foregoing instrument in writing is the corporate seal of said Huntington Capital, Inc.; and that said writing was signed and sealed by him on behalf of said corporation, acting as general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership, by authority duly given. And the said — President acknowledged the said writing to be the act and deed of said corporation, acting as general partner of Huntlands Limited Partnership, a North Carolina Limited Partnership, general partner of NorthCross Business Parks Limited Partnership, a North Carolina limited partnership.

My commission expires: 11-16-99

[NOTARIAL SEAL]



[Signature]
Notary Public

State of North Carolina, County of Mecklenburg

The foregoing certificate(s) of Karen M. Laubach
and Ruth Dromgoole

Notary(ies) Public is/are certified to be correct. This 17th day of January 19 97

JUDITH A. GIBSON, REGISTER OF DEEDS By: Rosalie B. Heise Deputy Register of Deeds