

3860-100-007

997

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ALTADENA, LTD., AN ALABAMA LIMITED PARTNERSHIP

We, the undersigned, desiring to form a Limited Partnership under the Uniform Limited Partnership Act of the State of Alabama, do hereby sign and file this Certificate of Limited Partnership, and certify as follows:

I. The name of the Partnership is ALTADENA, LTD. (the "Partnership").

II. The character of the Partnership's business shall be to engage in all aspects of acquiring, financing, constructing, managing, improving, renting, selling or otherwise dealing in real estate, specifically including, without limiting the foregoing: the acquisition of unimproved lands in Shelby County, Alabama and the improvement and subdivision of same into single family residential lots.

III. The principal place of business of the Partnership shall be located at 1031 21st Street South, Birmingham, Alabama, 35205, or any such other place as the General Partners may from time and at any time designate; and the agent of the Partnership designated to accept Service of Process upon the Partnership is John B. Davis, Jr., at the address noted above.

W. Howard Bonobay
Haskell, Alan Young

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IV. The name and place of residence of each member of the Partnership, general and limited partners being respectively designated, is shown in Exhibit A attached hereto and incorporated herein by reference.

V. The amount of cash or property to be contributed by each General and Limited Partner to the capital of the Partnership is described on Exhibit A attached hereto.

VI. The capital contributions to the Partnership noted in paragraph V and set forth in Exhibit A hereof are to be made on or prior to December 31.

VII. No Limited Partner has the right, without the written consent of the General Partners, to substitute an assignee as Limited Partner in his place. In the event such consent is given, the transferring Limited Partner and his transferee must execute such instruments as the General Partners deem necessary or desirable; such transferee must accept and agree in writing to be bound by all of the terms and provisions of the Partnership Agreement; and such transferee must pay all reasonable expenses connected with such substitution.

VIII. No time has been agreed upon when a Partner may terminate his membership in the Partnership or when the capital contribution of any Limited Partner is to be returned, except upon dissolution of the Partnership.

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IX. No Partner is given priority over other Partners as to return of contributions or as to compensation by way of income, nor is any Partner entitled to receive distributions of property from the Partnership except as the General Partners, in their sole discretion, may determine.

X. The Partnership is to be dissolved and its affairs wound up upon the expiration of the term of the Partnership or upon the sale of all of the Partnership's assets.

XI. In the event of the death, retirement, insanity, withdrawal, dissolution, assignment for the benefit of creditors or adjudication of bankruptcy of either General Partner, the Limited Partners may but are not required to elect a substitute General Partner to jointly manage and continue the business of the Partnership with the other General Partner.

IN WITNESS WHEREOF, we have affixed our signature to this Certificate of Limited Partnership this 17 day of December, 1986.

GENERAL PARTNERS:

ALTADENA, LTD.

Arula B. Davis
WITNESS

By:

John B. Davis, Jr.

Its General Partner

Kristin Cook
WITNESS

ALTADENA, LTD.

By: [Signature]
K. B. Weygand
Its General Partner

LIMITED PARTNERS:

Kristin Cook
WITNESS

[Signature]
E. M. DUFFEY, JR.

Kristin Cook
WITNESS

[Signature]
H. M. DAVIS, JR.

Kristin Cook
WITNESS

[Signature]
STEVEN L. DAVIS

Kristin Cook
WITNESS

[Signature]
JOHN B. DAVIS

Kristin Cook
WITNESS

VIKING ENERGY GROUP, INC.

By: [Signature]
Its: PRESIDENT

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STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that JOHN B. DAVIS, JR., whose name as General Partner of Altadena, Ltd., an Alabama limited partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he as such General Partner, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 9th day of December, 1986.

Harold A. Muck
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 10/27/87

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that K. B. WEYGAND, whose name as General Partner of Altadena, Ltd., an Alabama limited partnership, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he as such General Partner, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 11th day of December, 1986.

Harold A. Muck
Notary Public

[NOTARIAL SEAL]

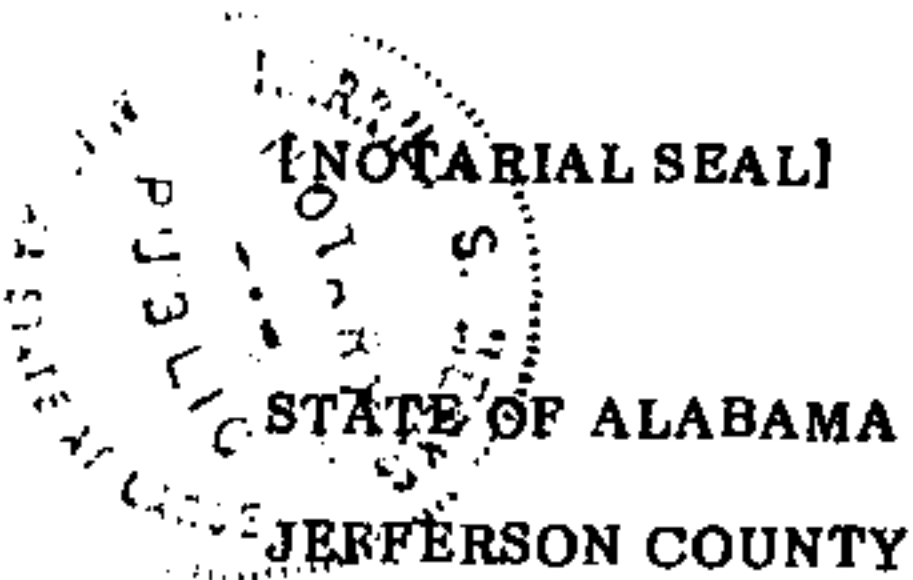
My Commission Expires: 10/27/87

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that E. M. DUFFEY, JR., whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 11th day of December, 1986.

Harold S. Mucke
Notary Public



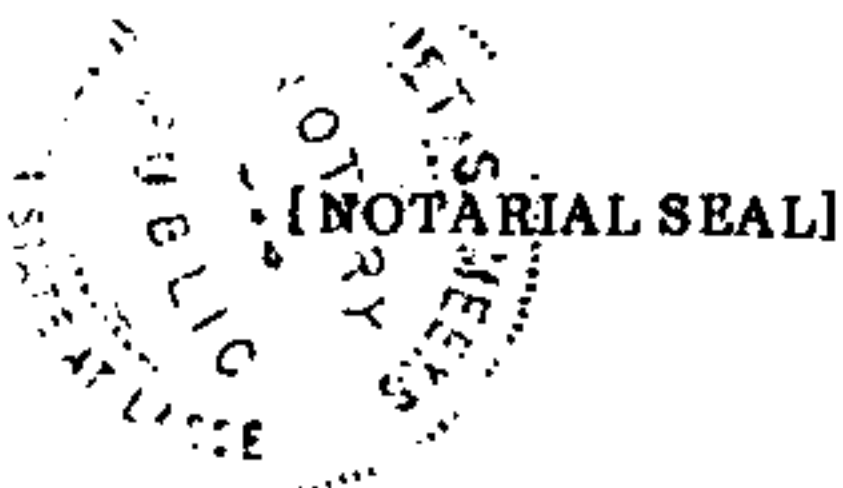
My Commission Expires: 10/27/87

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that H. M. DAVIS, JR., whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 12th day of December, 1986.

Harold S. Mucke
Notary Public



My Commission Expires: 10/27/87

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STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that STEVEN L. DAVIS, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 9th day of December, 1986.

Harriet S. Minto
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 10/27/87

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that JOHN B. DAVIS, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 11th day of December, 1986.

Harriet S. Minto
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 10/27/87

STATE OF ALABAMA)
)
 JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John Bankhead, whose name as President of Viking Energy Group, Inc., an Alabama Corp. is signed to the foregoing instrument and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he as such officer, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 17 day of December, 1986.

Harriet S. Muck
 Notary Public

[NOTARIAL SEAL]

My Commission Expires: 10/27/87

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EXHIBIT A

GENERAL PARTNERS:

<u>Name</u>	<u>% of Ownership</u>	<u>Capital Contribution</u>
K. B. Weygand 2130 Highland Avenue South Birmingham, Alabama 35205	20.00	\$ 200.00
John B. Davis, Jr. 1031 21st Street South Birmingham, AL 35205	10.00	100.00

LIMITED PARTNERS:

<u>Name</u>	<u>% of Ownership</u>	<u>Capital Contribution</u>
John B. Davis 1031 21st Street South Birmingham, AL 35205	20.00	200.00
H. M. Davis, Jr. 1031 21st Street South Birmingham, AL 35205	10.00	100.00
E. M. Duffey, Jr. 1031 21st Street South Birmingham, AL 35205	10.00	100.00
Steven L. Davis 1031 21st Street South Birmingham, AL 35205	10.00	100.00
Viking Energy Group, Inc. c/o Davis & Majors, Inc. 1031 21st Street South Birmingham, AL 35205	20.00	200.00

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STATE OF ALA. DEED & CONCO
TOLP. EX. 10-1-1987

DEC 31 2 36 PM '86

RECORDED
INDEXED

2354

STATE OF ALA. DEED & CONCO
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 JAN 15 AM 10:39

THOMAS H. BOWLING JR.
JUDGE OF PROBATE

100.00

\$1,000.00

RECORDING FEES

Recording Fee \$ 22.50
Index Fee 1.00
TOTAL \$ 23.50