

STATE OF ALABAMA)

COUNTY OF SHELBY)

1087

CERTIFICATE OF CONVERSION AND CHANGE OF

NAME OF DANIEL MEADOWS II, L.P.

The undersigned, constituting all of the general and limited partners of Daniel Meadows II, L.P., a Virginia limited partnership doing business in the State of Alabama as Daniel Meadows II, Limited Partnership (the "Partnership"), hereby certify that:

1. The Partnership was formed as a limited partnership under the laws of the Commonwealth of Virginia pursuant to Certificate and Agreement of Limited Partnership of Daniel Meadows II, L.P. dated as of December 1, 1986 (the "Original Partnership Agreement"), which was filed with the Clerk's Office of the Circuit Court of the City of Richmond, Virginia and with the Secretary of State of Alabama.

2. The name of the Partnership has been changed as of October 14, 1987 to:

"Daniel Meadows II General Partnership."

3. The Partnership has been converted from a Virginia limited partnership to a Virginia general partnership pursuant to Amended and Restated Partnership Agreement of Daniel Meadows II General Partnership, a Virginia general partnership, dated as of October 14, 1987 and filed with the State Corporation Commission of the Commonwealth of Virginia, which restated in full the Original Partnership Agreement.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Conversion and Change of Name to be executed as of the 14th day of October, 1987.

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Jack A.

GENERAL PARTNERS:

DANIEL REALTY COMPANY,
a New York general partnership

By: Daniel Equity Partners, L.P.,
a Virginia limited partnership
Its Managing Partner

By: Daniel Equity Corporation I,
a Virginia corporation,
Its General Partner

By: 
Stephen R. Monk,
Sr. Vice President

DANIEL REALTY CORPORATION,
an Alabama corporation

By: 
Stephen R. Monk,
Sr. Vice President

LIMITED PARTNER:

DANIEL REALTY COMPANY,
a New York general partnership

By: Daniel Equity Partners, L.P.,
a Virginia limited partnership
Its Managing Partner

By: Daniel Equity Corporation I,
a Virginia corporation,
Its General Partner

By: 
Stephen R. Monk,
Sr. Vice President

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Stephen R. Monk whose name as Sr. Vice President of DANIEL EQUITY CORPORATION I, a Virginia corporation, as Managing General Partner of DANIEL EQUITY PARTNERS, L.P., a Virginia limited partnership, as Managing Partner of DANIEL REALTY COMPANY, a New York general 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 officer and with full authority, executed the same voluntarily on the day the same bears date for and as the act of such corporation in its capacity as Managing General Partner of DANIEL EQUITY PARTNERS, L.P., as Managing Partner of DANIEL REALTY COMPANY.

Given under my hand and official seal, this the 14th day of October, 1987.

Sheila D. Ellis
Notary Public
My Commission Expires: 2/5/90

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that Stephen R. Monk, whose name as Sr. Vice President of DANIEL REALTY CORPORATION, an Alabama corporation, 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 the within instrument, he, as such officer and with full authority executed the same voluntarily on the day the same bears date for and as the act of said corporation.

GIVEN under my hand and official seal, this the 14th day of October, 1987.

[NOTARIAL SEAL]

STATE OF ALA. SHELBY CO. Sheila D. Ellis
I CERTIFY THIS INSTRUMENT WAS FILED Notary Public
1987 OCT 15 PM 3:32 Commission Expires: 2/5/90

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

RECORDING FEES
Recording Fee \$ 7.50
Index Fee 1.00
TOTAL \$ 8.50