

This Instrument Prepared By:  
M. Allison Taylor  
Maynard, Cooper & Gale, P.C.  
1901 Sixth Avenue North  
Suite 2400  
Birmingham, Alabama 35203  
(205) 254-1000

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MONTEREY PARTNERS, LTD.**

Pursuant to the provisions of Section 10-9B-201, Ala. Code of 1975, in order to form **MONTEREY PARTNERS, LTD.** as an Alabama limited partnership, the undersigned does herein certify as follows:

1. The name of the limited partnership is as follows:

**MONTEREY PARTNERS, LTD.**

2. The name of the registered agent for service of process:

**A. GREY TILL, JR.**

3. The address for the registered agent:

**2563 WILLOW BROOK CIRCLE  
BIRMINGHAM, ALABAMA 35242**

4. The name and mailing address of the general partner:

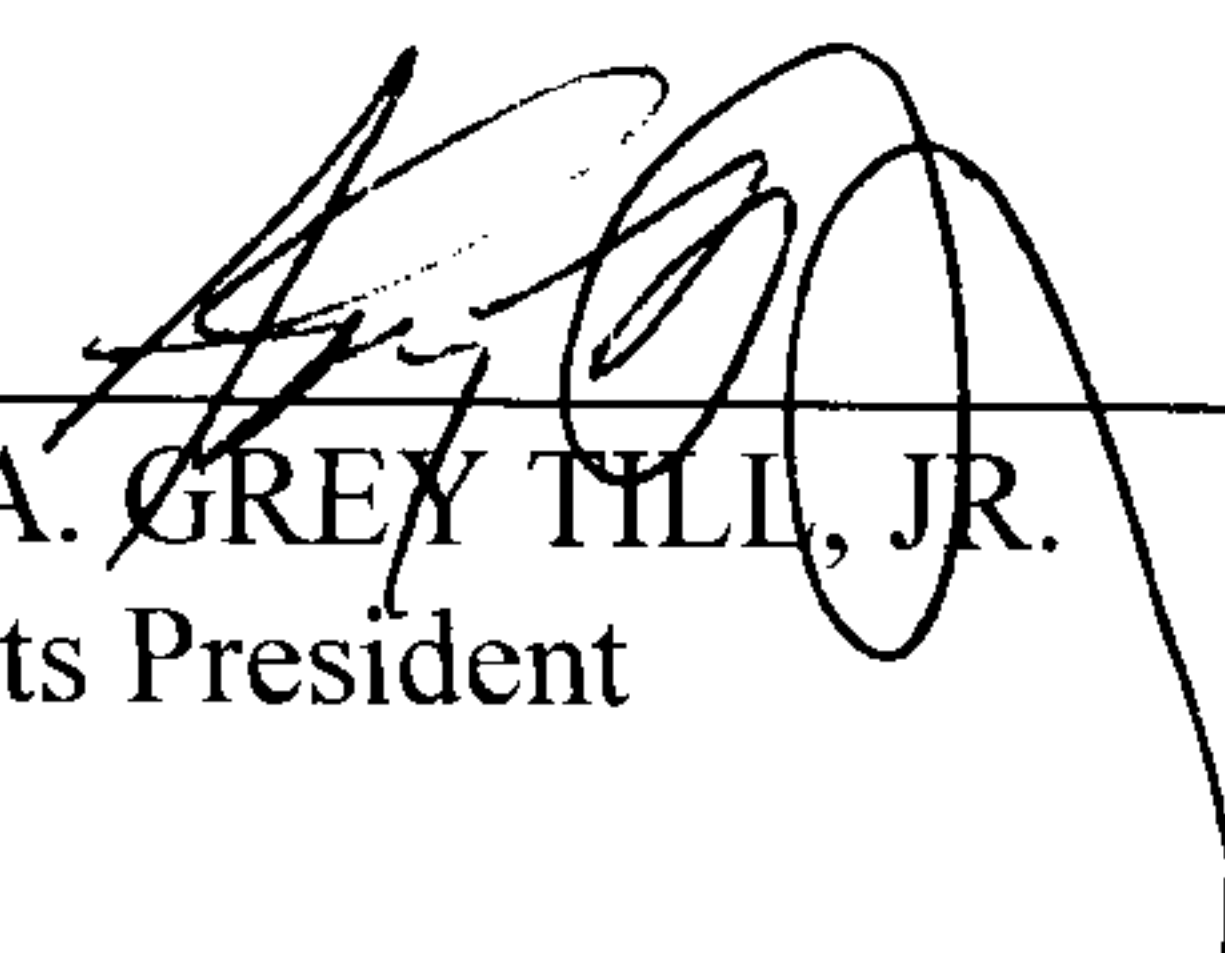
**TILL/SEELEY, INC.  
2563 WILLOW BROOK CIRCLE  
BIRMINGHAM, ALABAMA 35242**

5. The latest date upon which the limited partnership is dissolved:

**DECEMBER 31, 2058**

This Certificate of Limited Partnership is executed on this the 31<sup>st</sup> day of July, 2008, by the undersigned sole general partner.

**TILL/SEELEY, INC.**  
general partner of  
**MONTEREY PARTNERS, LTD.**

By:   
**A. GREY TILL, JR.**  
Its President