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THE MEADOWS PARTNERSHIP
CERTIFICATE OF PARTNERSHIP

The undersigned do certify that they, as a Partnership, are conducting business in the City of Richmond, Virginia, and do hereby execute, acknowledge and file this Certificate pursuant to Section 50-74 of the Code of Virginia (1950), as amended, under the following conditions:

I. The name of the partnership is The Meadows Partnership (the "Partnership").

II. The business of the Partnership is to serve as a general partner of Daniel Meadows Partnership, a Virginia general partnership between the Partnership and PaineWebber Development Partners Four, Ltd., a Texas limited partnership.

III. The location of the place of business of the Partnership is One Meadow Brook Corporate Park, Birmingham, Alabama 35243-0250.

IV. The name and residence address of each member of the Partnership is as follows:

Partner:

Daniel Realty Investment Corporation - Meadows, a Virginia corporation

DanReal Partners, L.P., a Virginia limited partnership

Address:

One Meadow Brook Corporate Park
Birmingham, Alabama 35243-0250

One Meadow Brook Corporate Park
Birmingham, Alabama 35243-0250

A Copy,

Teste: IVA R. PULLEY, Clerk

by Veronica E. Brown D.C.

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V. The Partnership shall continue until terminated by unanimous written consent of the Partners or unless sooner terminated in accordance with The Meadows Partnership Partnership Agreement (the "Partnership Agreement"), a copy of which is maintained at the principal place of business of the Partnership.

VI. The management of the business and affairs of the Partnership is vested in the Partners, collectively. No Partner shall execute on behalf of the Partnership any lease, contract of sale, deed, deed of trust, mortgage, security agreement or other instrument for and in the name of the Partnership, or do any other act or otherwise bind the Partnership, without the approval of the Partners in accordance with the Partnership Agreement.

IN WITNESS WHEREOF, the undersigned have acknowledged and sworn to this Certificate of Partnership as of the 20th day of December, 1985.

DANIEL REALTY INVESTMENT
CORPORATION - MEADOWS, a
Virginia corporation

By [Signature]
Its Vice President

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STATE OF ALABAMA

[CITY] [COUNTY] OF Shelby

The foregoing instrument was acknowledged and sworn to before me in the [City] [County] of Shelby, Alabama, this 20th day of December, 1985, by Stephen R. Monk.

Carl J. Will
Notary Public

My commission expires: 9/12/86

DANREAL PARTNERS, L.P.,
a Virginia limited
partnership

By DANIEL PROPERTY INVESTORS, INC.

By [Signature]
Its Vice President

STATE OF ALABAMA

[CITY] [COUNTY] OF Shelby

The foregoing instrument was acknowledged and sworn to before me in the [City] [County] of Shelby, Alabama, this 20th day of December, 1985, by Stephen R. Monk.

Carl J. Will
Notary Public

My commission expires: 9/12/86

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VIRGINIA: IN THE CLERK'S OFFICE OF THE CIRCUIT OF THE CITY OF RICHMOND.

This deed was presented, and, with the Certificate annexed, admitted to record on
JAN 16 1986 at 2:07 o'clock P.M.

Clerk's Fee 10.00
Transfer Fee
State Tax
City Tax
Grantor's Tax
Total 10.00

File: Hunton + Williams

Teste:

Lisa R. Purdy Clerk

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1986 MAR -7 PM 4:13

Thomas W. Lawrence
JUDGE OF PROBATE

1. Deed Tax \$
2. Mtg. Tax
3. Recording Fee 10.00
4. Indexing fee 1.00
TOTAL 11.00