

This instrument prepared
by and upon recording
should be returned to:

Stephen R. Monk, Esq.
Meadow Brook Corporate Park
1200 Corporate Drive
Birmingham, Alabama 35242

**FIRST AMENDMENT TO CERTIFICATE
AND AGREEMENT OF LIMITED PARTNERSHIP OF
DANIEL MEADOWBROOK 600 LIMITED PARTNERSHIP**

THIS FIRST AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP is made and entered into as of the 14th day of October, 1992 by and between DANIEL REALTY INVESTMENT CORPORATION - MB600, an Alabama corporation ("DRIC-MB600") and DANIEL REALTY COMPANY, a New York general partnership ("DRCompany").

R E C I T A L S:

Daniel Meadow Brook 600 Limited Partnership (the "Partnership") was formed as a limited partnership under the laws of the State of Alabama pursuant to Certificate and Agreement of Limited Partnership dated as of May 18, 1989 (the "Partnership Agreement") which has been recorded in Book 038, Page 820 in the Probate Office of Shelby County, Alabama. DRIC-MB600 is the sole general partner of the Partnership and DRCompany is the sole limited partner of the Partnership.

The General Partner desires to transfer and assign to the Partnership all of its right, title and interest as a general partner in Daniel/Fidelity Meadow Brook Corporate Park General Partnership, an Alabama general partnership ("Daniel/Fidelity") which was formed pursuant to General Partnership Agreement dated as of October 13, 1989.

The parties hereto desire to modify and amend the Partnership Agreement in the manner hereinafter provided.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by all of the parties hereto, the parties do hereby agree as follows:

Inst # 1992-31123

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SHELBY COUNTY JUDGE OF PROBATE
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1. Business. Section 2 of the Partnership Agreement is hereby amended by deleting said Section 2 in its entirety and by inserting in lieu thereof the following:

"2. Business. The business of the Partnership is to (a) acquire, own, develop, construct, maintain, operate, improve, lease, mortgage, sell, exchange and otherwise deal with certain real estate (the "Building") located in Shelby County, Alabama upon which a two-story, approximately 45,000 gross square foot office building known as "Meadow Brook 600 Office Building" has been constructed and in connection with or incidental to the accomplishment of such purposes, to enter into any kind of activity and to perform and carry out contracts and (b) own, mortgage, sell, exchange, deal with and exercise all rights as general partner of Daniel/Fidelity (the "Partnership Interest"). The Building and the Partnership Interest are hereinafter collectively referred to as the "Property". The Partnership shall not engage in any other business."

2. Tax Matters. Section 16 of the Partnership Agreement is hereby amended by adding the following as Section 16(e) thereto:

"(e) The General Partner shall be the Tax Matters Partner for the Partnership".

3. Full Force and Effect. Except as specifically modified and amended herein, the Partnership Agreement shall remain in full force and effect and is hereby ratified and confirmed in its entirety.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to Certificate and Agreement of Limited Partnership of Daniel Meadow Brook 600 Limited Partnership to be executed as of the day and year first above written.

GENERAL PARTNER:

DANIEL REALTY INVESTMENT
CORPORATION - MB600,
an Alabama corporation

By: 

Its: Senior Vice President

LIMITED PARTNER:

DANIEL REALTY COMPANY,
a New York general partnership

By: Daniel Equity Partners
Limited Partnership, a
Virginia limited partnership,
its Managing Partner

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

By: [Signature]

Its: President

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Stephen R. Monk, whose name as Senior Vice President of DANIEL REALTY INVESTMENT CORPORATION - MB600, an Alabama corporation, as general partner of DANIEL MEADOW BROOK 600 LIMITED PARTNERSHIP, 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 the foregoing instrument, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as general partner as aforesaid.

Given under my hand and seal this the 14th day of October, 1992.

[Signature]
Notary Public

My commission expires: 9/25/94

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that T. Charles Tickle, whose name as President of DANIEL EQUITY CORPORATION I, a Virginia corporation, as general partner of DANIEL EQUITY PARTNERS LIMITED PARTNERSHIP, 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 the foregoing instrument, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as general partner of Daniel Equity Partnership Limited Partnership, acting in its capacity as Managing Partner of Daniel Realty Company.

Given under my hand and seal this the 14th day of October, 1992.


Notary Public

My commission expires: 9/25/94

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