

**SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
DANIEL OAK MOUNTAIN LIMITED PARTNERSHIP**

THIS SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP (this "Second Amendment") is made and entered into as of the 1st day of December, 1992 by and among DANIEL REALTY INVESTMENT CORPORATION - OAK MOUNTAIN, an Alabama corporation and DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP, a Virginia limited partnership ("DUSPLP").

R E C I T A L S:

Daniel Oak Mountain Limited Partnership (the "Partnership") was formed as an Alabama limited partnership pursuant to Certificate and Agreement of Limited Partnership dated as of September 22, 1989 and recorded in Book 039, Page 873 in the Office of the Judge of Probate of Shelby County, Alabama, which has been amended pursuant to the First Amendment to Certificate of Limited Partnership dated as of October 1, 1991 and recorded in Book 045, Page 220 in said Probate Office (collectively the "Partnership Agreement"). DUSPLP desires to contribute to the Partnership all of its rights, title and interest as a limited partner in Daniel Links Limited Partnership, an Alabama limited partnership ("Daniel Links"), in exchange for additional limited partnership interests in the Partnership. As a result, the Partnership will succeed to all of the rights, title and interests of DUSPLP as limited partner in Daniel Links.

NOW, THEREFORE, in consideration of the premises, the mutual covenants and agreements hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Name. The name of the Partnership is Daniel Oak Mountain Limited Partnership.

2. Date of Filing of Original Certificate of Limited Partnership and First Amendment Thereto. The original Certificate and Agreement of Limited Partnership of Daniel Oak Mountain Limited Partnership dated September 22, 1989 (the "Partnership Certificate") was recorded on September 22, 1989 in Book 039, Page 873 in the Office of the Judge of Probate of Shelby County, Alabama. The First Amendment to the Partnership Certificate dated October 1, 1991 was recorded on October 4, 1991 in Book 045, Page 220 in the Office of the Judge of Probate of Shelby County, Alabama.

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3. Additional Capital Contribution. Contemporaneously with the execution of this Second Amendment, DUSPLP, the Limited Partner, hereby contributes to the Partnership all of its rights, title and interest as a limited partner in Daniel Links. The Partners do hereby consent to the additional capital contribution by DUSPLP of its rights, title and interest as a limited partner in Daniel Links.

4. Partners. The parties hereby agree that the fair market value at the time of contribution of the limited partnership interests of Daniel Links contributed by DUSPLP to the Partnership is \$5,000,000. Thus, DUSPLP's aggregate capital contribution to the Partnership is \$5,009,900. Paragraph 4 of the Partnership Agreement is hereby amended by substituting in lieu thereof the following as and for the capital contributed by and the address of Daniel U.S. Properties Limited Partnership:

Limited Partner:

<u>Name</u>	<u>Address</u>	<u>Capital Contribution</u>
Daniel U.S. Properties Limited Partnership, a Virginia limited partnership	Meadow Brook Corporate Park 1200 Corporate Drive Birmingham, Alabama 35242	\$5,009,900

5. Full Force and Effect. Except as expressly modified and amended herein, all of the terms and provisions of the Partnership Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned have subscribed and sworn to this Second Amendment to Certificate and Agreement of Limited Partnership as of the day and year first above written.

GENERAL PARTNER:

**DANIEL REALTY INVESTMENT
CORPORATION - OAK MOUNTAIN,
an Alabama corporation**

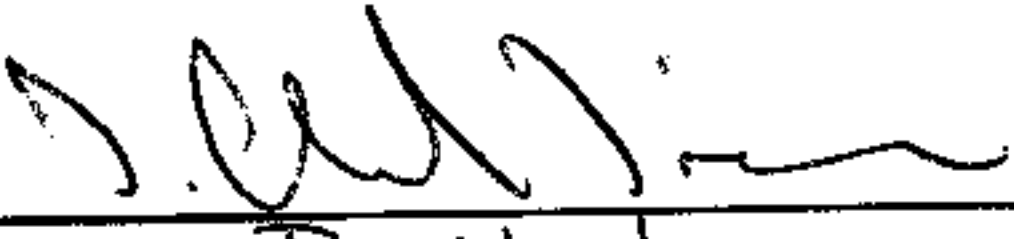
By: 

Its: Senior Vice President

LIMITED PARTNER:

**DANIEL U.S. PROPERTIES
LIMITED PARTNERSHIP,
a Virginia limited Partnership**

By: DANIEL REALTY INVESTMENT
CORPORATION, a Virginia corporation,
its General Partner

By: 
Its: 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 REALTY INVESTMENT CORPORATION - OAK MOUNTAIN, 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 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.

Given under my hand and official seal, this the 23rd day of December, 1992.

Shirley A. Ellis
Notary Public
My Commission Expires: 2/26/94

STATE OF ALABAMA)

SHELBY COUNTY)

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 REALTY INVESTMENT CORPORATION, a Virginia Corporation, as General Partner of DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP, a Virginia 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 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 General Partner as aforesaid.

Given under my hand and official seal, this the 23rd day of December, 1992.

Shirley A. Ellis
Notary Public
My Commission Expires: 2/26/94

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