

**SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT
OF LIMITED PARTNERSHIP
OF
DANIEL LINKS 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 ("DRICOM") (the "General Partner"), DANIEL U.S. PROPERTIES LIMITED PARTNERSHIP, a Virginia limited partnership ("DUSPLP") (the "Withdrawing Limited Partner") and DANIEL OAK MOUNTAIN LIMITED PARTNERSHIP, an Alabama limited partnership ("DOMLP") (the "Limited Partner").

R E C I T A L S:

Daniel Links Limited Partnership (the "Partnership") was formed as an Alabama limited partnership pursuant to Certificate and Agreement of Limited Partnership dated as of October 20, 1989 and recorded in Book 040, Page 154 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 046, Page 329 in said Probate Office (collectively the "Partnership Agreement"). The Withdrawing Limited Partner desires to contribute to DOMLP all of its rights, title and interest as a limited partner in the Partnership. As a result, DOMLP will succeed to all of DUSPLP's rights, title and interest as a limited partner in the Partnership.

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 Links 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 Links Limited Partnership dated October 20, 1989 (the "Partnership Certificate") was recorded on October 20, 1989 in Book 040, Page 154 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 February 4, 1992 in Book 046, Page 329 in the Office of the Judge of Probate of Shelby County, Alabama.

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3. Admission of Limited Partner. DOMLP hereby succeeds to the interests of DUSPLP as limited partner of the Partnership by virtue of the contribution by DUSPLP to DOMLP of all of its limited partnership interests in the Partnership. DOMLP is hereby admitted as a Limited Partner of the Partnership and DUSPLP hereby withdraws as a limited partner of the Partnership. From and after the date hereof, all references to DUSPLP in the Partnership Agreement shall be deemed references to DOMLP. DOMLP, by execution of this Second Amendment, agrees to be bound by and observe all the terms and provisions of the Partnership Agreement, as amended hereby.

4. Partners. Paragraph 4 of the Partnership Agreement is hereby amended by deleting all references therein to DUSPLP as a limited partner of the Partnership and by substituting in lieu thereof the following as and for the capital contributed by and the address of DOMLP:

Limited Partner:

<u>Name</u>	<u>Address</u>	<u>Capital Contribution</u>
Daniel Oak Mountain Limited Partnership, an Alabama limited partnership	Meadow Brook Corporate Park 1200 Corporate Drive Birmingham, Alabama 35242	\$9,900

5. Assignment. Section 11 of the Partnership Agreement prohibiting assignment or transfer of all or any part of a Partner's interest in the Partnership without the prior written consent of all Partners is hereby satisfied, in that all Partners hereby consent to the transfer of DUSPLP's interest in the Partnership to DOMLP.

6. 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

WITHDRAWING 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

LIMITED PARTNER:

**DANIEL OAK MOUNTAIN
LIMITED PARTNERSHIP,**
an Alabama limited partnership

By: DANIEL REALTY INVESTMENT
CORPORATION - OAK MOUNTAIN, an
Alabama Corporation, its
General Partner

By: 

Its: Senior 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 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 H. 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 H. 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 Stephen R. Monk whose name as Sr. Vice President of DANIEL REALTY INVESTMENT CORPORATION - OAK MOUNTAIN, an Alabama corporation, as General Partner of DANIEL OAK MOUNTAIN 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 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 D. Ellis

Notary Public

My Commission Expires: 2/24/94

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