

SECOND AMENDMENT TO CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP OF  
DANIEL MEADOW BROOK 600 LIMITED PARTNERSHIP

THIS SECOND AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP is made and entered into as of the 18th day of September, 1996 by and between DANIEL REALTY INVESTMENT CORPORATION - MB600, an Alabama corporation ("DRIC-MB600") and DANIEL REALTY COMPANY, an Alabama general partnership ("DRCompany").

RECITALS:

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 which has been recorded in Book 038, Page 820 in the Office of the Judge of Probate of Shelby County, Alabama (the "Probate Office") and amended by First Amendment thereto dated as of October 14, 1992 and recorded as Instrument No. 1992-31123 in the Probate Office. The term "Partnership Agreement" as used herein refers to the Partnership Agreement, as amended by such First Amendment. DRIC-MB600 is the sole general partner of the Partnership and DRCompany is the sole limited partner of the Partnership.

The Partnership desires to change the name of the limited partnership to "QUAIL 600 LIMITED PARTNERSHIP", to expand the Partnership's business and to change the name of the registered agent.

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:

**Partnership Name.** Section 1 of the Partnership Agreement is amended in its entirety to read as follows:

The name of the limited partnership is "QUAIL 600 LIMITED PARTNERSHIP" (the "Partnership").

2. **Business.** Section 2 of the Partnership Agreement is amended in its entirety to read as follows:

"The business of the Partnership is to acquire, own, develop, construct, maintain, operate, improve, lease, mortgage, sell, exchange and otherwise deal with certain real estate (the "Property"), including (i) a two story office building known as "Meadow Brook 600 Office Building" located in Shelby County, Alabama and (ii)

two office buildings, known as Quail Plaza and Quail Commons, and an outparcel located in Mecklenburg County, North Carolina, and in connection with or incidental to the accomplishment of such purposes, to enter into any kind of activity and to carry out contracts."


3. **Principal Office and Registered Agent.** The principal office of the Partnership is at Meadow Brook Corporate Park, 1200 Corporate Drive, Birmingham, Alabama 35242. The registered agent of the Partnership is Sheila D. Ellis, who is a resident of Alabama. The address of the registered agent is Meadow Brook Corporate Park, 1200 Corporate Drive, Birmingham, Alabama 35242.

4. **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 Second Amendment to be executed as of the day and year first above written.

**GENERAL PARTNER:**

DANIEL REALTY INVESTMENT  
CORPORATION - MB600, an Alabama  
corporation


By:   
Its: Vice President

**LIMITED PARTNER:**

DANIEL REALTY COMPANY, an Alabama  
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:   
Its: Vice President

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jack R. Peterson whose name as Vice President of DANIEL REALTY INVESTMENT CORPORATION - MB600, 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 the foregoing 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 said corporation.

Given under my hand and seal this the 18<sup>th</sup> day of September, 1996.

Sheila H. Ellis

Notary Public

My commission expires: 2/26/98

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Jack R. Peterson whose name as Vice 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, an Alabama 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 on the day the same bears date for and as the act of said corporation acting in its capacity as general partner of Daniel Equity Partners Limited Partnership, acting in its capacity as managing partner of Daniel Realty Company.

Given under my hand and seal this the 18<sup>th</sup> day of September, 1996.

Sheila H. Ellis

Notary Public

My commission expires: 2/26/98

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

Denise W. Killebrew, Esq.  
Berkowitz, Lefkovits, Isom & Kushner  
1600 SouthTrust Tower  
Birmingham, Alabama 35203

Inst # 1996-30858

09/18/1996-30858  
01:51 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 MCD 14.50