

STATE OF ALABAMA)

SHELBY COUNTY)

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DANIEL REALTY SERVICES, L.L.C.**

THIS FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION is made and entered into as of the 12th day of February, 1997 by and between DANIEL REALTY CORPORATION, an Alabama corporation ("DRC"), and DANIEL REALTY COMPANY, an Alabama general partnership ("DRCompany").

RECITALS:

Daniel Realty Services, L.L.C., an Alabama limited liability company (the "Company"), was formed as an Alabama limited liability company pursuant to Articles of Organization dated as of November 12, 1996 (the "Original Articles") which have been recorded as Instrument No. 1996-37512 in the Office of the Judge of Probate of Shelby County, Alabama.

DRC and DRCompany, as the sole members of the Company, desire to amend and restate the Original Articles of the Company in their entirety in the manner hereinafter provided.

NOW, THEREFORE, in consideration of the premises and the mutual promises, covenants and agreements hereinafter set forth, DRC and DRCompany do hereby certify as follows:

1. **Name.** The name of the limited liability company is DANIEL REALTY SERVICES, L.L.C. (the "Company").
2. **Date of Filing of Original Articles.** The original Articles of Organization of the Company dated November 12, 1996 were recorded on November 12, 1996 as Instrument No. 1996-37512 in the Office of the Judge of Probate of Shelby County, Alabama.
3. **Purpose.** The Company is organized for the following purposes:
 - (a) To acquire, own, sell, exchange, mortgage, lease, operate, develop, manage and otherwise deal with real property or any interest therein;
 - (b) To engage in the transaction of any lawful business permitted under the laws of the State of Alabama; and

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(c) To do any other acts and things which may be necessary, appropriate or incidental to the carrying out of the business and purposes of the Company.

4. **Duration.** The existence of the Company commenced on the date of the filing of the Original Articles in the Office of the Judge of Probate of Shelby County, Alabama and shall continue until December 31, 2050; provided, however, that the Company shall be dissolved prior to such date (a) upon the written consent of all of the members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

5. **Initial Registered Office and Agent.** The location and mailing address of the initial registered office of the Company shall be 1200 Corporate Drive, Suite ~~250~~, Meadow Brook Corporate Park, Birmingham, Alabama 35242, and the name of the initial registered agent at said address shall be T. Charles Tickle.

6. **Initial Members.** The names of the initial members of the Company are Daniel Realty Corporation, an Alabama corporation, and Daniel Realty Company, an Alabama general partnership, and the mailing addresses of the initial members of the Company are as follows:

Daniel Realty Corporation
1200 Corporate Drive, Suite ~~250~~
Meadow Brook Corporate Park
Birmingham, Alabama 345242

Daniel Realty Company
1200 Corporate Drive, Suite ~~250~~
Meadow Brook Corporate Park
Birmingham, Alabama 35242

7. **Additional Members.** The members of the Company shall have the right to admit additional members to the Company with the unanimous consent of all the members of the Company.

8. **Continuation of Business Following Dissociation.** The remaining members of the Company shall have the right to continue the legal existence and business of the Company after an event of dissociation which terminates the membership of a member of the Company if: (i) there are at least two remaining members, or at least one remaining member and a new member is admitted; and (ii) the legal existence and business of the Company is continued by the written consent of a majority in interest of the remaining members within 90 days after the occurrence of the event of dissociation.

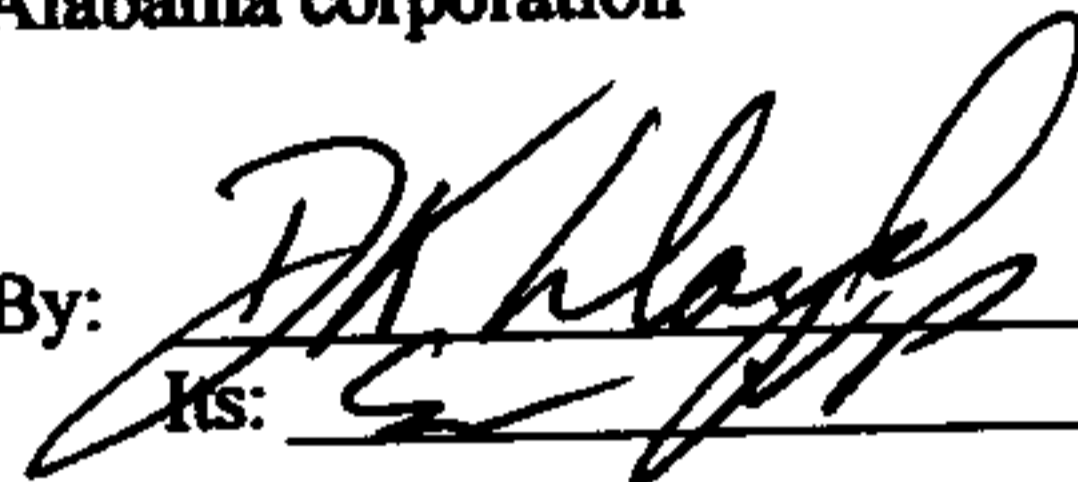
9. **Management by Manager.** The Company shall be managed by a Manager who shall have the exclusive right to manage the affairs of the Company and handle all matters arising in connection therewith. The Manager shall be designated, appointed, elected, removed or replaced by the unanimous vote, approval or consent of all members of the Company. The name and address of the initial Manager of the Company, who shall serve as Manager of the Company until its successor is elected, is:

Daniel Realty Corporation
1200 Corporate Drive
Meadow Brook Corporate Park
Birmingham, Alabama 35242

10. **Termination of Original Articles.** This First Amended and Restated Articles of Organization supersedes and replace in its entirety all of the terms and provisions of the Original Articles.

IN WITNESS WHEREOF, the undersigned members have affixed their hands and seals on this 12th day of February, 1997.

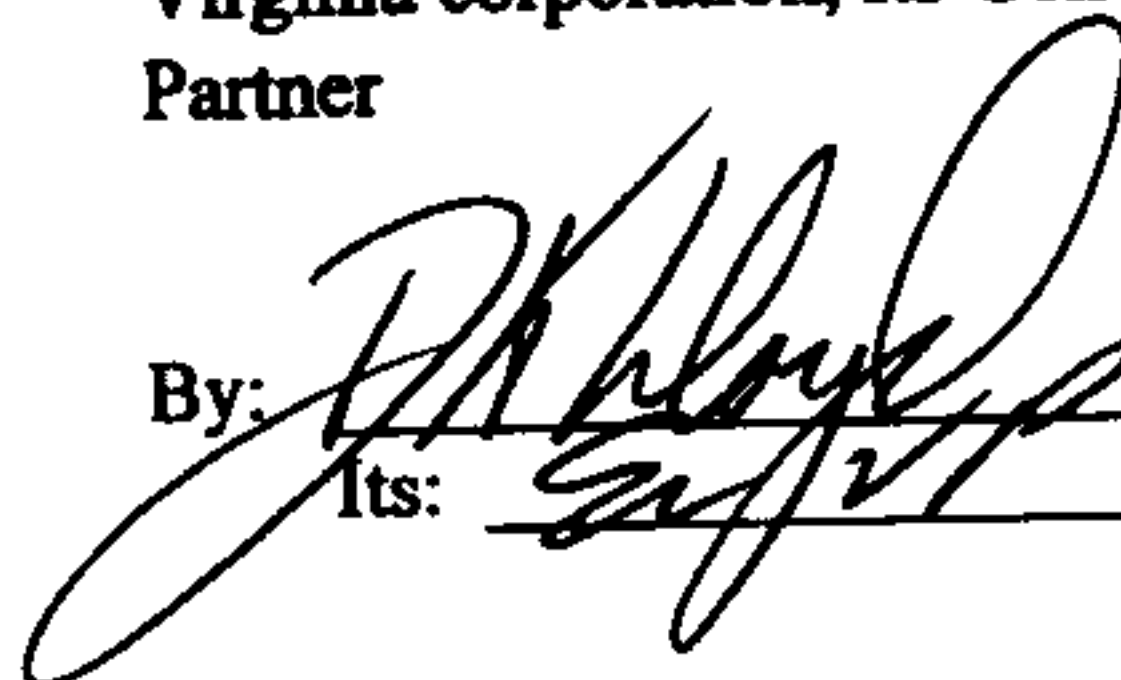
**DANIEL REALTY CORPORATION, an
Alabama corporation**

By: 
Its: _____

**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: _____

THIS INSTRUMENT PREPARED BY AND
UPON RECORDING SHOULD BE RETURNED TO:

Stephen R. Monk, Esq.
Bradley Arant Rose & White LLP
2001 Park Place North, Suite 1400
Birmingham, Alabama 35203

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