

**CERTIFICATE OF DISSOLUTION
FOR DANIEL MEADOWS II GENERAL PARTNERSHIP**

THIS CERTIFICATE OF DISSOLUTION is made and entered into as of the 17th day of December, 1997 by and between DANIEL REALTY INVESTMENT CORPORATION - MEADOWS II, a Virginia corporation ("Daniel"), and PAINEWEBBER INCOME PROPERTIES EIGHT LIMITED PARTNERSHIP, a Delaware limited partnership ("PWIP").

R E C I T A L S :

Daniel Meadows II General Partnership (the "Partnership") was continued as a Virginia general partnership pursuant to Amended and Restated Partnership Agreement dated as of October 13, 1987.

The Partnership has previously sold, transferred, conveyed and assigned to unrelated third parties all of its assets and there are no pending liabilities or obligations of the Partnership. As a result thereof, the undersigned desire to dissolve and terminate the Partnership.

NOW, THEREFORE, the undersigned do hereby agree and certify as follows:

1. Dissolution. Daniel and PWIP, as the sole general partners of the Partnership, do hereby consent to the dissolution of the Partnership.
2. Provision for Debts. All known debts, obligations and liabilities of the Partnership have been paid and discharged in full.
3. Disposition of Partnership Property. There are no remaining assets of the Partnership since the same have been previously sold and conveyed to unrelated third parties.
4. Pending Litigation. There are no suits or other litigation matters pending against the Partnership.
5. Renouncement of Authority. From and after the date hereof, neither Daniel nor PWIP shall be deemed partners nor shall Daniel or PWIP be authorized to take any action on behalf of the other in any capacity whatsoever, whether as partner, business associate or otherwise.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Dissolution to be executed as of the day and year first above written.

Inst # 1998-00224

01/06/1998-00224
08:13 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 NCB 11.00

Cabala & Little

DANIEL REALTY INVESTMENT CORPORATION -
MEADOWS II, a Virginia corporation

By: [Signature]

Its: [Signature]

PAINWEBBER INCOME PROPERTIES EIGHT
LIMITED PARTNERSHIP, a Delaware limited
partnership

By: Eighth Income Properties, Inc., Its Managing
General Partner

By: Steven C. Nason

Its: Vice President

STATE OF ALABAMA)

SHELBY COUNTY)

The foregoing Certificate of Dissolution was acknowledged before me this 17th day of
December, 1997, by D.K. Lloyd as Sr. Vice President of DANIEL
REALTY INVESTMENT CORPORATION - MEADOWS II, a Virginia corporation.

Shirley D. Ellis

Notary Public

My Commission Expires: 2/26/98

STATE OF Massachusetts)

COUNTY OF Suffolk)

The foregoing Certificate of Dissolution was acknowledged before me this 16th day of
December, 1997 by Steven C. Nason as Vice President of the Eighth
Income Properties, Inc. as general partner of PAINWEBBER INCOME PROPERTIES EIGHT
LIMITED PARTNERSHIP, a Delaware limited partnership.

Linda J. Macdonald

Notary Public

My Commission Expires: 11/12/99