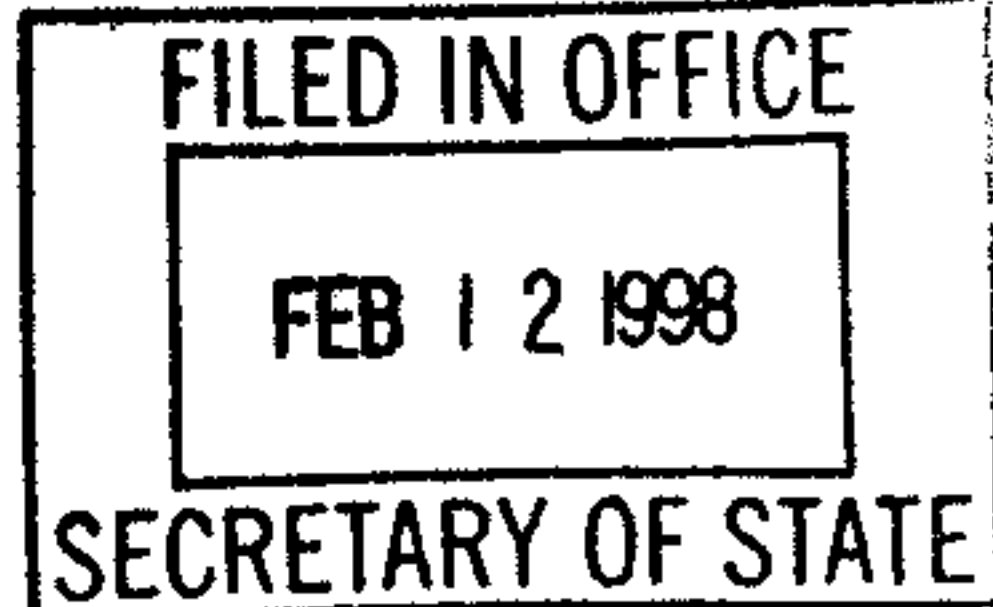


APPLICATION FOR REGISTRATION
FOREIGN LIMITED PARTNERSHIP



1. NAME: Mid-America Apartments of Birmingham, L.P.
2. REGISTERED NAME: Mid-America Apartments of Birmingham, a Limited Partnership
(Must contain the word Limited or Ltd.)
3. STATE OF FORMATION: Tennessee DATE: 2-11-98
4. ADDRESS OF PUBLIC OFFICE WHERE CERTIFICATE OF LIMITED PARTNERSHIP IS FILED:
Tennessee Secretary of State, James K. Polk Building, Nashville, TN
37243
5. NATURE OF BUSINESS: Ownership of an apartment community
6. NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS (No PO Box, and must be Alabama address):
The Corporation Company
60 Commerce Street, Suite 1100, Montgomery, Alabama 36104
7. The above named foreign limited partnership consents to service of process on it by registered mail addressed to the foreign limited partnership at the office required to be maintained in the state of organization by the laws of that state or, if not so required, at the principal office of such partnership, if the agent so appointed above cannot be found or served with the exercise of reasonable diligence.

8. ADDRESS OF PRINCIPAL OFFICE:

6584 Poplar Avenue, Suite 340, Memphis, TN 38138

9. NAMES AND BUSINESS ADDRESSES OF PARTNERS:

Mid-America Apartment Communities, Inc.

6584 Poplar Avenue, Suite 340, Memphis, TN 38138

SWORN TO, THIS 10th DAY OF February, 19 98 AT

Memphis, Tennessee

(CITY AND STATE)

(SIGNATURE OF GENERAL PARTNER)

Simon R.C.
Wadsworth

Mail Duplicate Originals of this Application with filing fee of \$75.00 to: Secretary of State, Corporations Section, P.O.
Box 5616, Montgomery, AL 36106-5616

(ALA. - LP 2662 - 6/14/95)

CTSystem

03/02/1998-06854
08:33 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 11.00

Inst # 1998-06854

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Mid-America Apartments of Birmingham, L.P.

is a foreign limited partnership organized under the laws of the State of Tennessee having met the requirements of Alabama law by filing duplicate application for registration and, by having paid appropriate registration fees is now duly registered as a foreign limited partnership in the State of Alabama.

Accordingly, the undersigned, as such Secretary of State and by virtue of the authority vested in him by law, hereby issues this Certificate of Registration for

Mid-America Apartments of Birmingham, a Limited Partnership



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

2-12-98

Date

Jim Bennett

Jim Bennett

Secretary of State

[Handwritten signature] Inst # 1998-06854

03/02/1998-06854
08:33 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HCD 11.00