

STATE OF ALABAMA)

COUNTY OF SHELBY )

Inst # 2000-44861

12/27/2000-44861  
12:33 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
003 MMB 15.00

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

**THIS FIRST AMENDMENT TO FIRST AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF DANIEL REALTY SERVICES, L.L.C.** (this "First Amendment") is made and entered into as of the 27<sup>th</sup> day of December, 2000, effective as of December 31, 2000 by and between DANIEL REALTY CORPORATION, an Alabama corporation ("DRC"), and DANIEL REALTY COMPANY, an Alabama general partnership ("DRCompany").

**R E C I T A L S:**

DRC and DRCompany are the sole members of Daniel Realty Services, L.L.C., an Alabama limited liability company (the "Company"), which has been organized pursuant to Articles of Organization dated as of November 12, 1996 and recorded as Instrument No. 1996-37512 in the Office of the Judge of Probate of Shelby County, Alabama, as amended and restated by the First Amended and Restated Articles of Organization of Daniel Realty Services, L.L.C. dated as of February 12, 1997 and recorded as Instrument No. 1997-04677 in said Probate Office (the "Amended and Restated Articles").

DRC has contemporaneously herewith transferred and assigned to DRCompany all of its rights and interests as a member of the Company; however, DRC shall remain as the Manager of the Company.

The parties desire to amend the Amended and Restated Articles in order to reflect that DRCompany is the sole member of the Company.

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

1. Name of Limited Liability Company. The name of the limited liability company is Daniel Realty Services, L.L.C. (the "Company").

2. Date of Filing of Articles of Organization. The Company was formed as an Alabama limited liability company pursuant to the 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 (the "Probate Office"). The Original Articles were amended and restated by the First Amended and Restated Articles of

Organization of Daniel Realty Services, L.L.C. dated as of February 12, 1997 which were recorded as Instrument No. 1997-04677 in said Probate Office (the "Amended and Restated Articles").

3. Amendment to Section 6 of the Amended and Restated Articles. Effective as of December 31, 2000, Section 6 of the Amended and Restated Articles is deleted in its entirety and replaced with the following:

"Initial Member." The name and address of the initial member is as follows:

Daniel Realty Company  
3595 Grandview Parkway, Suite 400  
Birmingham, Alabama 35343-1930

4. Full Force and Effect. Except as expressly modified and amended herein, all of the terms and provisions of the Amended and Restated Articles shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, acting as the sole Member of the Company in accordance with the Alabama Limited Liability Company Act, has executed this First Amendment the day and year first above written, and by execution hereof, does hereby affirm that the statements made herein are true under the penalties of perjury.

**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

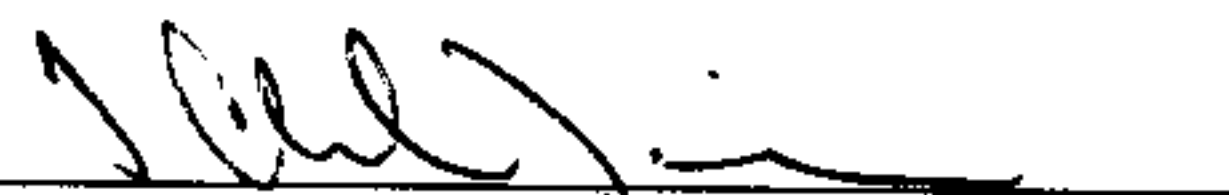
By: Chris G. Brown  
Its: Sr VP

**CONSENT OF MANAGER**

DRC has joined in the execution of the foregoing First Amendment in order to acknowledge that it has transferred and assigned to DRCompany all of its membership interest in the Company; however, DRC shall remain as the Manager of the Company.

Dated as of the 27<sup>th</sup> day of December, 2000.

DANIEL REALTY CORPORATION,  
an Alabama corporation

By:   
Its: Chairman

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