

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 07/20/01
REQUEST NUMBER: 4255-0127
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 07/20/01 1233
EFFECTIVE DATE/TIME: 07/23/01 2359
CONTROL NUMBER: 0270473

TO:
DELPHI COMMUNICATIONS, INC.
500 CHURCH ST. S450

NASHVILLE, TN 37219

RE:
MID-AMERICA APARTMENTS, L.P.
CERTIFICATE OF MERGER OF LIMITED PARTNERSHIPS

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE RECORDED IN THE
OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED PARTNERSHIP
HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

Inst # 2001-32933

08/07/2001-32933
07:40 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
25.00
005 CH

FOR: CERTIFICATE OF MERGER OF LIMITED PARTNERSHIPS

ON DATE: 07/20/01

FROM:
DELPHI COMMUNICATIONS INC
500 CHURCH ST/S-450
ST. CLOUD CORNER
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00002911552
ACCOUNT NUMBER: 00005824



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

FILED

CERTIFICATE OF MERGER
of
MID-AMERICA APARTMENTS OF BIRMINGHAM, L.P.
into
MID-AMERICA APARTMENTS, L.P.

01 JUL 20 PM 12:33

This Certificate of Merger, dated July 20, 2001, is being filed by the undersigned in the Office of the Secretary of State of Tennessee (the "Secretary of State") in accordance with T.C.A. §61-2-211 in order to merge, and in connection with the merger of, Mid-America Apartments of Birmingham, L.P., a Tennessee limited partnership (the "Acquired Partnership") with and into Mid-America Apartments, L.P., a Tennessee limited partnership (the "Surviving Partnership").

1. The name, jurisdiction and date of formation of each entity which is a party to the merger is:

NAME OF ENTITY	JURISDICTION	DATE OF FORMATION
Mid-America Apartments of Birmingham, L.P.	Tennessee	February 11, 1998
Mid-America Apartments, L.P.	Tennessee	September 22, 1993

2. An Agreement of Merger (the "Merger Agreement") has been approved and executed by both the Acquired Partnership and the Surviving Partnership.

3. The Acquired Partnership is the owner of that certain real property located and being in Birmingham, Alabama, commonly known as the Eagle Ridge Apartments, as more particularly described on Exhibit "A" attached hereto.

4. The surviving entity is a Tennessee limited partnership, the name of which is:

MID-AMERICA APARTMENTS, L.P.

5. The effective date of the merger shall be 11:59 P.M. Central Standard Time, July 23, 2001.

6. The Merger Agreement is on file at the principal executive office of the Surviving Partnership at the following address:

6584 Poplar Avenue, Suite 340
Memphis, Tennessee 38120

7. A copy of the Merger Agreement will be furnished by the Surviving Partnership, on request and without cost, to any partner or other person holding an interest in the Surviving Partnership or previously holding an interest in the Acquired Partnership.

SIGNATURE PAGE TO
CERTIFICATE OF MERGER
OF
MID-AMERICA APARTMENTS OF BIRMINGHAM, L.P.
INTO
MID-AMERICA APARTMENTS, L.P.

IN WITNESS WHEREOF, the undersigned, Mid-America Apartments of Birmingham, L.P., and Mid-America Apartments, L.P. have duly executed this Certificate of Merger as of the day and year set forth above.

ACQUIRED PARTNERSHIP:

MID-AMERICA APARTMENTS OF
BIRMINGHAM, L.P., a Tennessee limited
partnership

By: Mid-America Apartment Communities,
Inc., a Tennessee corporation, its sole
general partner

By: _____

Simon R. C. Wadsworth,
Executive Vice President

SURVIVING PARTNERSHIP:

MID-AMERICA APARTMENTS, L.P., a Tennessee
limited partnership

By: Mid-America Apartment Communities, Inc., a
Tennessee corporation, its sole general partner

By: _____

Simon R. C. Wadsworth,
Executive Vice President

EXHIBIT "A"

Real Property Description

A parcel of land and situated in the East 1/2 of the Northwest 1/4 of Section 31, Township 18 South, Range 1 West, Shelby County, Alabama, and being more particularly described as follows: Commence at the Southwest corner of the Northwest 1/4 of the Southeast 1/4 of the Northwest 1/4 of said Section 31 and run thence in a Northerly direction along the West line of said 1/4-1/4-1/4 section for a distance of 194.27 feet to the point of beginning of the parcel described; from the point of beginning thus obtained, run thence in a Northerly direction along the same course as before for a distance of 1809.15 feet to the Northwest corner of the Northeast 1/4 of the Northwest 1/4 of said Section; thence turn an angle to the right of 90 degrees 51 minutes 41 seconds and run in an Easterly direction along the North line of said section for a distance of 750.0 feet; thence turn an angle to the right of 105 degrees 57 minutes 12 seconds and run in a Southerly direction for a distance of 1629.52 feet to a point on the Northwest right of way line of a proposed public dedicated road known as Meadow Ridge Road; said point being in a curve to the left having a radius of 326.23 feet and a central angle of 44 degrees 43 minutes 59 seconds and said curve being concave to the Southeast; thence from the last call turn an interior counter-clockwise angle of 162 degrees 55 minutes 13 seconds to the chord of said curve and run in a Southwesterly direction along the arc of said curve for a distance of 254.70 feet to the end of said curve; thence run in a Southwesterly direction tangent to last said curve a distance of 35.64 feet along the Northwest right of way of said Meadow Ridge Road; thence turn an angle to the right of 79 degrees 45 minutes 26 seconds and run in a Westerly direction for a distance of 132.99 feet to the point of beginning of the parcel herein described; being situated in Shelby County, Alabama.

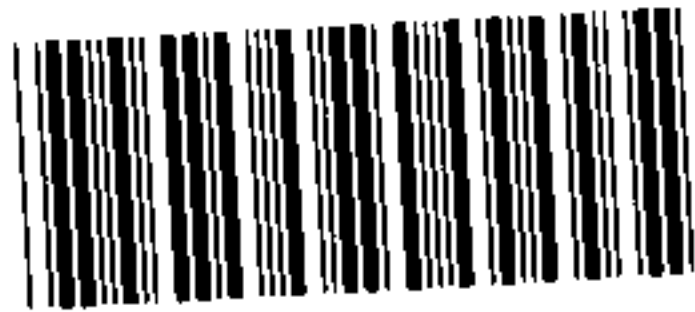
Together with rights acquired in that certain drainage and flowage easement recorded in Shelby County, Alabama, in Real Volume 67, Page 940 and that certain emergency vehicle easement recorded in Shelby County, Alabama, in Real Volume 107, page 965.

A portion of Meadow Ridge Road referred to above in the legal description was dedicated to the public on February 26, 1986, by recording a map in Map Book 9, Page 142 in Probate Office of Shelby County, Alabama.

Together with that certain appurtenant easement as described by that certain sign easement and agreement dated May 4, 1998 and recorded in Instrument Number 1998-23787. Said easement being more particularly described as follows:

A sign easement situated in the NE 1/4 of the SW 1/4 of Section 31, Township 18 south, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at a concrete monument locally accepted to be the Northwest corner of the NE 1/4 of the SW 1/4 of said Section 31, thence run south along the West line of said 1/4 - 1/4 section and also along the East line of Lot 2 of the Meadows Business Center 1st Sector as recorded Map Book 8, on Page 115 A & B, in the Office of the Judge of Probate, Shelby County, Alabama, for a distance of 165.00 feet to an iron pin found; thence turn an interior clockwise angle to the right of 113 degrees 14 minutes 56 seconds and run in a southeasterly direction for a distance of 294.17 feet to an iron pin set on the Northwest right of way line of Brook Highland Drive in Meadows Residential Sector One as recorded in Map Book 9, on Page 142, in the Office of the Judge of Probate, Shelby County, Alabama., said iron pin set being on a curve to the right having a central angle of 17 degrees 38 minutes 05 seconds and a radius of 432.47 feet; thence an interior clockwise angle to the right to the chord of said curve of 113 degrees 39 minutes 37 seconds and run in a northeasterly direction along the arc of said curve and also along said Northwest right of way line for a distance of 133.11 feet to the point of beginning, said point of beginning being on a compound curve to the right having a central angle of 2 degrees 38 minutes 59 seconds and a radius of 432.47 feet; thence continue in a northwesterly direction along the arc of said curve and also along said Northwest right of way line for a distance of 20.00 feet to an iron pin found on a reverse curve to the left having a central angle of 84 degrees 22 minutes 20 seconds and a radius of 25.00 feet; thence run in a northeasterly to northwesterly direction along the arc of said curve and also along said Northwest right of way line for a distance of 36.81 feet to an iron pin found on the Northwest right of way line of Meadow Ridge Road in said The Meadows Residential Sector One; thence run tangent to last stated curve in a northwesterly direction along said Southwest right of way line for a distance of 20.00 feet to a point; thence turn an interior clockwise angle to the right of 41 degrees 52 minutes 22 seconds and run in a southeasterly direction for a distance of 63.52 feet to the point of beginning.



LE2599

07/23/2001-14:23:59

Charters, LTD, LLC - In State: Merger		4 2
D/C: 7 - DERRICK MINK		
VALUATION	N / A	
TN MORTGAGE TAX	N / A	
TN TRANSFER TAX	N / A	
RECORDING FEE		5 . 0 0
DP FEE		2 . 0 0
REGISTER'S FEE	N / A	
WALK THRU FEE		5 . 0 0
TOTAL AMOUNT		1 2 . 0 0
PAGE COUNT: 5	PAGE ADDED: No	GROUP ID: X00073466T
STATE of TENNESSEE, COUNTY of SHELBY Tom Leatherwood, REGISTER		

Inst # 2001-32933

08/07/2001-32933
07:40 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
25.00
005 CH

After Recording Return to:
Fidelity National Title
200 Galleria Pkwy, Ste. 1695
Atlanta, GA 30339