

MEMORANDUM OF CERTIFICATE OF LIMITED PARTNERSHIP OF GREENVILLE OFFICE ASSOCIATES, LTD.

1.

Greenville Office Associates, Ltd. ("Partnership"), is a Georgia limited partnership organized and existing under the Uniform Limited Partnership Act of the State of Georgia. The Certificate of Limited Partnership of the Partnership is filed in the Office of the Clerk of the Superior Court of Fulton County, Georgia. A certified copy of the Certificate of Limited Partnership is on file at the Office of the Clerk of the Court of Common Pleas, Greenville County, South Carolina. This Memorandum is filed in the R.M.C. Office for Greenville County, South Carolina, for purposes of notice only.

2.

The character of the Partnership's business is the ownership and operation of an office building commonly known as The South Carolina National Bank Building located in Greenville County, South Carolina, on that tract or parcel of land more particularly described in Exhibit A hereto.

3.

The principal place of business of the Partnership is located at One Park Place, 1900 Emery Street, Suite 230, Atlanta, Georgia 30318. The general partners of the Partnership are H. Terrell Smith, Jr., R. M. Smith, and Harry J. Mehre, Jr.

Signed, sealed and delivered in the presence of:

GREENVILLE OFFICE ASSOCIATES, LTD., a Georgia limited partnership, by its sole general partners:

W. Donald Knight, Jr. Unofficial Witness

By: H. Terrell Smith, Jr. (SEAL) H. Terrell Smith, Jr., General Partner

Ed T. Glover Notary Public Unofficial Witness

By: R. M. Smith (SEAL) R. M. Smith, General Partner

By: Harry J. Mehre, Jr. (SEAL) Harry J. Mehre, Jr., General Partner

STATE OF GEORGIA COUNTY OF FULTON

Personally appeared before me W. Donald Knight, Jr. who, being duly sworn, says that he saw the within named H. Terrell Smith, Jr., R. M. Smith, and Harry J. Mehre, Jr., sign, seal and as their act and deed deliver the foregoing Memorandum, and that he, with Ed T. Glover, witnessed the execution thereof.

Sworn to and subscribed to before me this 15th day of January, 1974.

Notary Public State of Georgia My Commission Expires Apr. 15, 1977

RECORDED JAN 15 '75 16304 At 3:16 P.M.

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