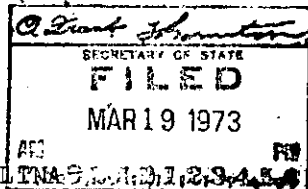


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STATE OF SOUTH CAROLINA) CERTIFICATE AND AGREEMENT
COUNTY OF GREENVILLE) OF LIMITED PARTNERHSIP OF
WOODRUFF ROAD DEVELOPMENT COMPANY

THIS AGREEMENT OF LIMITED PARTNERSHIP, made and entered into this 19th day of March, 1973, by and among R. A. PARKER DBA PARKER PROPERTIES and GARMAN, INC., a corporation organized and existing under the laws of the State of South Carolina (hereinafter sometimes referred to as the "General Partners") and ALESTER G. FURMAN, III and JUNIUS H. GARRISON, JR., residents of the City of Greenville, County and State aforesaid, as Limited Partners (hereinafter sometimes referred to as the "Limited Partners"). Such Limited Partners and any additional Limited Partners hereafter admitted to the Partnership as hereinafter provided, are collectively referred to as "Limited Partners" and the Limited Partners, as constituted from time to time and the General Partners are collectively referred to as the "Partners";

W I T N E S S E T H:

WHEREAS, the parties hereto desire to organize a limited partnership to acquire approximately Eighty (80) acres of land known as the Finley Property on Woodruff Road, Greenville County, South Carolina, and to construct, develop, own, and operate industrial warehouse facilities and office buildings thereon;

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements contained herein, and other good and valuable considerations, the parties hereto agree as follows:

1. Formation: The parties hereto do hereby form a Limited Partnership (the "Partnership") pursuant to the provisions of Title 52, Chapter 2, of the 1962 Code of Laws of South Carolina, as amended, such chapter known as the "Uniform Limited Partnership Act."

(Continued on next page)

Date MAR 19 1973
CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE.
O. Frank Johnston
SECRETARY OF STATE OF SOUTH CAROLINA