This instrument prepared by Boult, Cummings, Conners & Berry
21st Floor, First American Cntr.
Nashville, TN 37238

CANCELLATION OF LIMITED
PARTNERSHIP CERTIFICATE OF
LION'S HEAD VILLAGE, LTD.

BOOK 6129 PAGE 577

WHEREAS, Lion's Head Village, Ltd. is a limited partnership (the "Partnership") formed in accordance with the Tennessee Uniform Limited Partnership Act, T.C.A. §§61-2-101, et seq., formerly §§61-201, et seq., as evidenced by Limited Partnership Agreement dated as of January 31, 1980 (the "Agreement"), and by Limited Partnership Certificate also dated as of January 31, 1980, and of record in Book 5563, page 48, Register's Office for Davidson County, Tennessee (the "Certificate"); and

WHEREAS, all of the original limited partners, John D. Arndt, Henry E. Kromer, Noah H. Long, Jr., J. Benjamin Steele, and George A. Volkert (the "Limited Partners"), have assigned their interests in the Partnership to the original general partner, Cousins Properties of Tennessee, Inc. (the "General Partner"), in accordance with the Agreement and have ceased to be such Limited Partners, as a result of which the Partnership has terminated and ceased to exist; and

WHEREAS, in order to reflect the foregoing assignments to the General Partner, the cessation of the Limited Partners as such, and the termination of the Partnership and cessation of its existence, the parties hereto desire to cancel the Certificate, as required by T.C.A. §61-2-124(a);

NOW, THEREFORE, in consideration of the premises, the Certificate is hereby canceled pursuant to the provisions of T.C.A. §61-2-124(a). Both the General Partner and the Limited Partners join herein as required by T.C.A. §61-2-125(b).

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed on this 28th day of July, 1983.

GENERAL PARTNER:

COUSINS PROPERTIES OF TENNESSEE, INC.

By: _____
Executive Vice President

ATTEST:

_____
Secretary

LIMITED PARTNERS:

John D. Arndt

Henry E. Kromer

Noah H. Long, Jr.

J. Benjamin Steele

George A. Volkert

STATE OF GEORGIA

COUNTY OF COBB

Before me, Karen K. Daniel, a Notary Public of the State and County aforesaid, personally appeared Vipin L. Patel and Robert P. Hunter, Jr. with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Exec. Vice President and Secretary of Cousins Properties of Tennessee, Inc., the within named bargainor, a corporation, and that they as such Exec. Vice President and Secretary, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as Exec. Vice President and Secretary.

WITNESS my hand and seal, at office in Atlanta, Georgia, this 29th day of August, 1983.

Karen K Daniel
Notary Public

My Commission Expires: July 31, 1987

NOTARY PUBLIC COBB COUNTY, GEORGIA

STATE OF GEORGIA

BOOK 6129 PAGE 579

COUNTY OF COBB

Personally appeared before me, Karen K Daniel Notary Public in and for said County and State, the within named John D. Arndt, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Atlanta, Georgia, this 9th day of August, 1983.

Karen K Daniel
Notary Public

Notary Public, Georgia, State at Large
My Commission Expires July 31, 1987

My Commission Expires: _____

STATE OF GEORGIA

COUNTY OF COBB

Personally appeared before me, _____, a Notary Public in and for said County and State, the within named Henry E. Kromer, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Atlanta, Georgia, this 28th day of July, 1983.

_____
Notary Public

My Commission Expires: _____

Notary Public, Georgia, State at Large
My Commission Expires Jan. 12, 1985

STATE OF GEORGIA

COUNTY OF COBB

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Personally appeared before me, [illegible], a Notary Public in and for said County and State, the within named Noah H. Long, Jr., the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Atlanta, Georgia, this 28th day of July, 1983.

[illegible]
Notary Public

My Commission Expires: [illegible]

STATE OF ~~GEORGIA~~ TENNESSEE

COUNTY OF COBB DAVIDSON

Personally appeared before me, Beverly J Goodhalter a Notary Public in and for said County and State, the within named J. Benjamin Steele, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at ~~Atlanta,~~ NASHVILLE, TENNESSEE ~~Georgia~~, this 18th day of AUGUST, 1983.

Beverly J Goodhalter
Notary Public

My Commission Expires: 7-7-85

STATE OF TENNESSEE

COUNTY OF DAVIDSON

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Personally appeared before me, Beverly J. Goodwin a Notary Public in and for said County and State, the within named George A. Volkert, the bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at Nashville, Tennessee, this 18th day of AUGUST, 1983.

Beverly J. Goodwin
Notary Public

My Commission Expires: 6-17-85

BEVERLY J. GOODWIN NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

H 7 1 4 4 6

IDENTIF. REFERENCE

Sep 2 4 16 PM '83

FELIX Z. WILLIAMS, CLERK & MASTER DAVIDSON COUNTY, TN

09/02 15.00- CHECK

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