QUIT CLAIM DEED

Know all men by these presents, That Allright Properties, Inc. which, pursuant to the documents attached hereto on Exhibit "B", was merged into Allright Auto Parks, Inc. and whose name was changed to Allright Corporation, a Delaware Corporation **(Grantor)** for and in consideration of TEN DOLLARS, does hereby bargain, sell, remise, release, quit claim and convey unto Allright Realty Company, a Texas Corporation **(Grantee),** and its assigns all its rights, title and interest in the following described real estate being all that certain tract or parcel of land, lying, being and situated in Nashville, County of Davidson, State of Tennessee:

Being a part of Lot No. 41 on the Map of the Original Town of Nashville being more particularly described on Exhibit "A" attached hereto and made a part hereof.

Name and Address of Entity responsible for the Payment of Real Property Taxes:

Allright Realty Company, 2401 21st Avenue South, Suite 200, Nashville, TN 37212

Map-Parcel Numbers 93-2-3-163.00 Field Book Numbers _____

In testimony whereof, I have executed this instrument this the 19th day of December, 2000.

Davidson County DEEDQC
Recvd: 12/22/00 14:31 10pg
Fees:42.00 Taxes:0.00
20001222-0125816

GRANTOR:
Allright Corporation

By: _____
Monroe J. Carell, Jr.
Chairman and CEO

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer is TEN and 00/100 Dollars ($10.00).

_____
Affiant

Sworn to and subscribed before me, this 19th day of DECEMBER, 2000.

My Commission Expires: 8/27/2002

_____
Notary Public

JEFFREY P. KASTNER NOTARY PUBLIC AT LARGE SHELBY CO. TN 8-27-2002

This instrument was prepared by:

Katheryn Millwee, Attorney
2401 21st Avenue South, Suite 200
Nashville, TN 37212

CORPORATION ACKNOWLEDGEMENT

STATE OF TENNESSEE
COUNTY OF DAVIDSON } *ss.*

On this 19th *day of* DECEMBER *2000 before me, appeared Monroe J. Carell, Jr.*

To me personally known, who being by me duly sworn, did say that he is the Chairman and CEO of Allright Corporation, a corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and said Monroe J. Carell, Jr. acknowledged said instrument to be the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal at my office in Nashville, Tennessee, the day and year last above written.

JEFFREY T. KASTNER NOTARY PUBLIC AT LARGE 8-27-2002 SHELBY CO. TN

My commission expires 8/27/2002 *Notary Public within and for said County and State.*

EXHIBIT A
LEGAL DESCRIPTION

All that certain tract or parcel of land, lying, being and situated in Davidson County, State of Tennessee, to-wit:

Land in Davidson County, Tennessee, being a part of Lot No. 41 on the Map of the Original Town of Nashville, not of record, and described according to a copy of a survey thereof made by James A. Hamilton, Jr., Engineers, dated March 10, 1970, as follows:

Beginning at the southwest intersection of Third Avenue North and Bank Alley, said point being 10.39 feet south from the original lot line between Lots Nos. 40 and 41 on said Plan, and being in the west margin of the sidewalk; thence along the south margin of Bank Alley, westerly 176.9 feet to a point which is 4.47 feet east of the common original line between Lots Nos. 41 and 53 of said Plan, said point being in Printer's Alley; thence southerly along Printer's Alley, 32.85 feet to a point which is 4.07 feet east of the original lot line between Lots Nos. 41 and 53, being at a joint in a double brick wall, which at this point is 2.13 feet thick; thence along the center line of said double wall, and along the north line of the property that was conveyed to Dr. Robert S. Norman, et al, by deed of record in Book 2296, page 15, Register's Office, Davidson County, Tennessee; easterly 177.22 feet to a point in the west margin of Third Avenue North in the center line of said double brick wall, which is at this point 2.09 feet thick; thence northerly with the margin of said Third Avenue North, 31.35 feet to the point of beginning.

Being the same property conveyed Allright Properties, Inc., a Delaware corporation, by Warranty Deed from Allright Auto Parks, Inc., a Delaware corporation, dated July 1, 1980, recorded October 15, 1980, in Deed Book 5664, Page 996, Register's Office, Davidson County, Tennessee.

EXHIBIT "B"

FILED

MAR 30 1983 9AM

SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
ALLRIGHT PROPERTIES, INC.
INTO ALLRIGHT AUTO PARKS, INC.
(Pursuant to Section 253 of the
General Corporation Law of Delaware)

ALLRIGHT AUTO PARKS, INC., a Delaware corporation ("Allright"), does hereby certify:

FIRST: That Allright is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Allright owns all of the outstanding shares of each class of the capital stock of ALLRIGHT PROPERTIES, INC., a Delaware corporation ("Properties").

THIRD: That Allright, by resolutions of the Board of Directors duly adopted at a meeting held on March 24, 1983, determined to merge Properties into itself upon the terms and conditions set forth in such resolutions with such merger to be effective on March 31, 1983. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, Allright has caused its corporate seal to be affixed hereto and this Certificate of Ownership and Merger to be executed in its corporate name by its Chairman of the Board and Chief Executive Officer, this 24th day of March, 1983.

ALLRIGHT AUTO PARKS, INC.

(CORPORATE SEAL)

By _____
Title: Chairman of the Board
and Chief Executive Officer
James Yue Tak Tang

ATTEST:

_____
Title: Secretary
Gene C. Bartholomew

EXHIBIT A

RESOLUTION ADOPTED AT A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF ALLRIGHT AUTO PARKS, INC., ON MARCH 24, 1983.

WHEREAS, Allright Auto Parks, Inc., (the "Company") owns all of the issued and outstanding capital stock of Allright Properties, Inc., a Delaware corporation ("Properties"); and

WHEREAS, the Company, as sole stockholder of Properties, desires to effect a merger of Properties into the Company pursuant to the provisions of the General Corporation Law of the State of Delaware;

NOW, THEREFORE, BE IT RESOLVED, that Properties be merged with and into the Company, with the Company as the surviving corporation in the merger, all in accordance with the following Plan of Merger (the "Merger");

1. The Merger. On the Effective Date (as hereinafter defined) of the Merger, Properties shall be merged with and into the Company, which shall be the surviving corporation in the Merger and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Properties shall thereupon cease. (The Company, as the surviving corporation in the Merger, is sometimes referred to herein as the "Surviving Corporation". The Company and Properties are sometimes referred to herein as the "Constituent Corporation".) The Merger shall be pursuant to the provisions and with the effect provided in the General Corporation Law of the State of Delaware.

2. Certificate of Incorporation and By-Laws. The Certificate of Incorporation and the By-Laws of the Company, as in effect immediately prior to the Effective Date of the Merger, shall continue to be the Certificate of Incorporation and the By-Laws, respectively, of the Surviving Corporation, except as provided in paragraph numbered two hereof, until duly amended in accordance with law.

3. Directors and Officers. The persons who are directors or officers, or both, of the Company immediately prior to the Effective Date of the Merger shall, after such Effective Date, continue in their same respective positions as directors or officers, or both, of the Surviving Corporation without change until their successors have been elected and qualified in accordance with law and the Certificate of Incorporation and the By-Laws of the Surviving Corporation.

4. Cancellation of Shares of Properties. The authorized capital stock of Properties consists of 100,000 shares of common stock, par value $1.00 per share (the "Common Stock"), of which 10,000 shares are issued and outstanding and owned by the Company.

On the Effective Date of the Merger, each issued and outstanding share of Common Stock of Properties shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist.

5. Rights and Duties of the Company as the Surviving Corporation. On the Effective Date of the Merger, for all purposes the separate existence of Properties shall cease, and Properties shall be merged with and into the Company which, as the Surviving Corporation, shall thereupon and thereafter possess all the rights, privileges, powers, and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations so merged; and all and singular, the rights, privileges, powers and franchises of each of the Constituent Corporations, and all property, real, personal and mixed, and all debts due to any of the Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such Constituent Corporations, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations, and the title to any real estate vested by deed or otherwise, under the laws of the State of Delaware, in any of such Constituent Corporations, shall not revert or be in any way impaired by reason of the General Corporation Law of the State of Delaware; but all rights of creditors and all liens upon any property of any of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of Properties, the last acting officer and directors of Properties, as the case may be, or the corresponding officers and directors of the Surviving Corporation shall and will execute and make all such proper assignment and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan of Merger.

6. Effective Date. As used in this Plan of Merger, the term "Effective Date" shall mean the close of business on March 31, 1983.

RESOLVED, that the Chairman of the Board, the President or any Vice President of the Company be, and each of them hereby is, autho-

rized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge Properties into the Company, and to assume said subsidiary's liabilities and obligations on the Effective Date of the Merger and to file said certificate in the Office of the Secretary of State of the State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle and Kent Counties.

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ALLRIGHT AUTO PARKS, INC.", CHANGING ITS NAME FROM "ALLRIGHT AUTO PARKS, INC." TO "ALLRIGHT CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 1989, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF SEPTEMBER, A.D. 1989.



Edward J. Freel

Edward J. Freel, Secretary of State

0934208 8100

001617586

AUTHENTICATION: 0844693

DATE: 12-11-00

FILED

AUG 30 1989

SECRETARY OF STATE

729242058

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
ALLRIGHT AUTO PARKS, INC.

* * * *

ALLRIGHT AUTO PARKS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous consent of its members, filed with the minutes of the Board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of **ALLRIGHT AUTO PARKS, INC.**, be amended by changing "Article First" thereof so that, as amended, said "Article First" shall be and read as follows:

"FIRST: The name of the Corporation is **ALLRIGHT CORPORATION.**"

SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders have given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment of the Certificate of Incorporation shall be effective on September 1, 1989.

IN WITNESS WHEREOF, said **ALLRIGHT AUTO PARKS, INC.** has caused this certificate to be signed by A. J. Layden, its President, and attested by Gene C. Bartholomew, its Secretary, this 23rd day of August, 1989.

ALLRIGHT AUTO PARKS, INC.

By _____
President
A. J. Layden

ATTEST:

By _____
Secretary
Gene C. Bartholomew