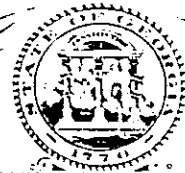


State of Georgia



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that the six pages of photographed printed matter hereto attached is a true and correct copy of the articles of incorporation and certificate of incorporation for "ROCKCLIFF CONDOMINIUM ASSOCIATION, INC.", a corporation created under the laws of the State of Georgia, as the same appears of file and record in the office of the Secretary of State. _____

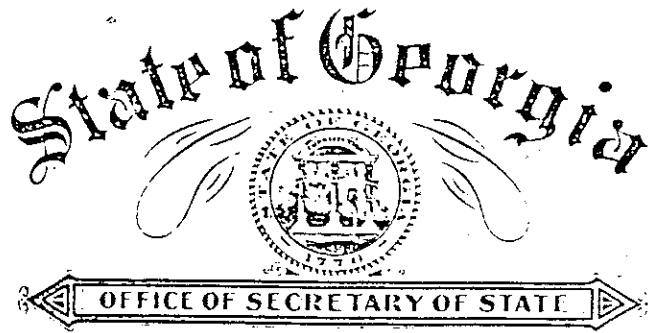
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office at the Capitol in the City of Atlanta this 27th day of May 1975 of our Lord One Thousand Nine Hundred and One and of the Independence of the United States of America the Two Hundred and Five.

David B. Poythress

SECRETARY OF STATE IN OFFICE OF CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA



DUPLICATE



I, David B. Poythness, Secretary of State of the State of Georgia, do hereby certify that

"ROCKCLIFF CONDOMINIUM ASSOCIATION, INC."

has been duly incorporated under the laws of the State of Georgia on the 26th day of May, 19 81, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta this 26th day of May, 1981, of our Lord One Thousand Nine Hundred and Eighty One and of the Independence of the United States of America the Two Hundred and Five.

David B. Poythness
SECRETARY OF STATE IN CHIEF OF OFFICE
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
ROCKCLIFF CONDOMINIUM ASSOCIATION, INC.

ARTICLE I

The name of the corporation is "Rockcliff Condominium Association, Inc."

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE IV

The purpose of the corporation is to exercise the powers of the Association of Rockcliff Condominium as set forth in the Georgia Condominium Act and in the condominium instruments. The terms defined in Section 3 of the Georgia Condominium Act shall be deemed to have the meaning therein specified wherever they appear herein unless the context otherwise requires.

ARTICLE V

The corporation shall have the powers set forth in the Georgia Nonprofit Corporation Code.

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SECRETARY OF STATE

ARTICLE VI

Each unit owner shall automatically be a member of the corporation during his ownership of his condominium unit.

ARTICLE VII

The members shall have the voting rights set forth in the Georgia Condominium Act, the condominium instruments and the bylaws.

ARTICLE VIII

The affairs of the corporation shall be managed by a Board of Directors elected by the members having voting rights, as further provided in the Georgia Condominium Act, the condominium instruments and the bylaws, subject to any right of declarant to appoint and remove directors provided for in the condominium instruments pursuant to Section 33 of the Georgia Condominium Act.

ARTICLE IX

The initial registered office of the corporation is at Morris & Manning, 230 Peachtree Street, N.E., Atlanta, Georgia 30303. The initial registered agent of the corporation shall be James S. Altenbach.

Fulton

ARTICLE X

The initial Board of Directors shall consist of three (3) individuals, whose names and addresses are:

Bryan D. Vaughn
912 First National Bank Building
315 West Ponce De Leon Avenue
Decatur, Georgia 30030

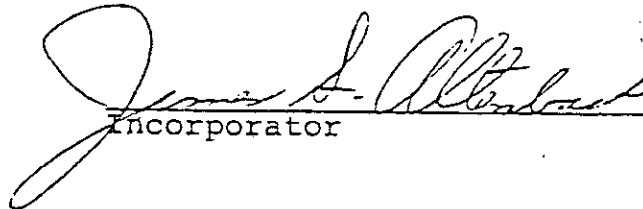
Daniel B. Patillo
912 First National Bank Building
315 West Ponce De Leon Avenue
Decatur, Georgia 30030

John R. Vaughn
912 First National Bank Building
315 West Ponce De Leon Avenue
Decatur, Georgia 30030

ARTICLE XI

The name and address of the incorporator is
James S. Altenbach, Morris & Manning, 230 Peachtree
Street, Suite 2150, Atlanta, Georgia 30303.

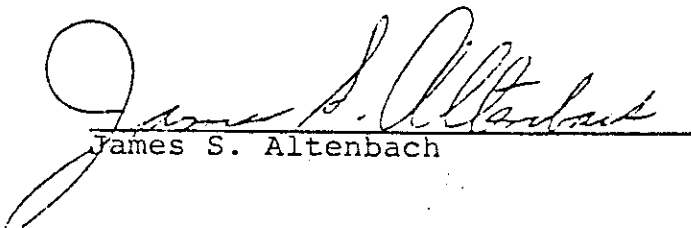
IN WITNESS WHEREOF, the undersigned executes
these Articles of Incorporation.


Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
Ex-Officio Corporation
Commissioner
State of Georgia

I James S. Altenbach, do hereby consent to serve
as registered agent for Rockcliff Condominium Association,
Inc., this 26th day of May, 1981.


James S. Altenbach

Address of registered agent:

2150 Peachtree Center Tower
230 Peachtree Street, N. W.
Atlanta, Georgia 30303



OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"ROCKCLIFF CONDOMINIUM ASSOCIATION, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 26th day of May, in the year of our Lord One Thousand Nine Hundred and Eighty One and of the Independence of the United States of America the Two Hundred and Five.

David B. Poythress

Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia