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PARTNERSHIP AGREEMENT OF
PRENTISS PROPERTIES

THIS PARTNERSHIP AGREEMENT is executed this 23rd
day of September, 1980, by and between Hewlett K. Sullivan,
Jr. and Heyward M. Sullivan, all residents of the State of
South Carolina.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1.1 Name.

The partnership shall operate under the name
of Prentiss Properties.

Section 1.2 Principal Place of Business.

The principal place of business shall be at
12 South Main Street, Greenville, South Carolina, with such
other places of business as may be agreed upon by the
partners from time to time.

ARTICLE II

PURPOSE OF THE BUSINESS

The partnership shall engage in the business of
acquiring, holding, improving, renting and otherwise operating
real property, and any improvements thereon, for investment
purposes, and, without being limited by any of the foregoing,
in such other businesses as the partners shall determine.

ARTICLE III

TERM OF THE PARTNERSHIP

The partnership shall commence upon the execution
of this Partnership Agreement, effectively beginning its
existence on September 23, 1980, and shall continue until
termination as hereinafter provided.

ARTICLE IV

ACCOUNTING METHOD AND TAXABLE YEAR

Except as required by law or where otherwise
agreed upon, the partnership shall keep its accounting

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