

**CANCELLATION OF THE LIMITED PARTNERSHIP CERTIFICATE
OF
BEARDEN FAMILY PARTNERSHIP, LTD.**

The undersigned, being the partners of the Bearden Family Partnership, Ltd. (the "Partnership"), does hereby adopt the following to be filed with the Shelby County Judge of Probate:

1.

The name of the Limited Partnership is Bearden Family Partnership, Ltd.

2.

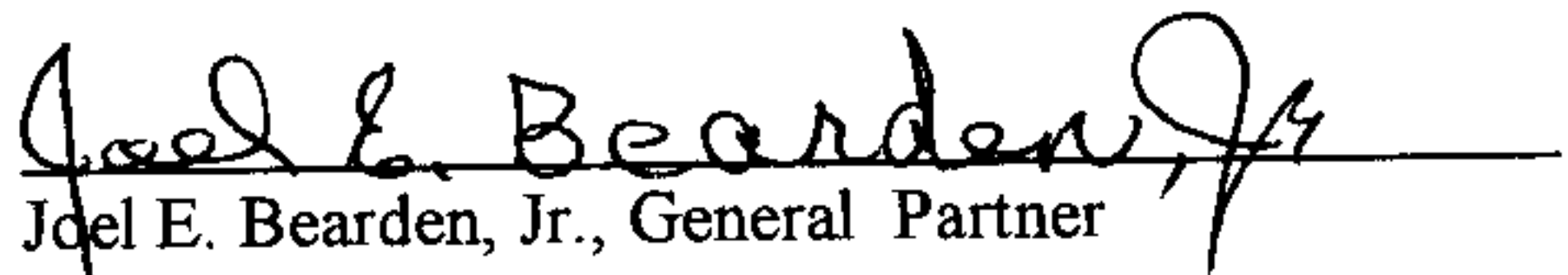
The Certificate and Agreement of Limited Partnership was filed with the Shelby County Judge of Probate on December 12, 1994.

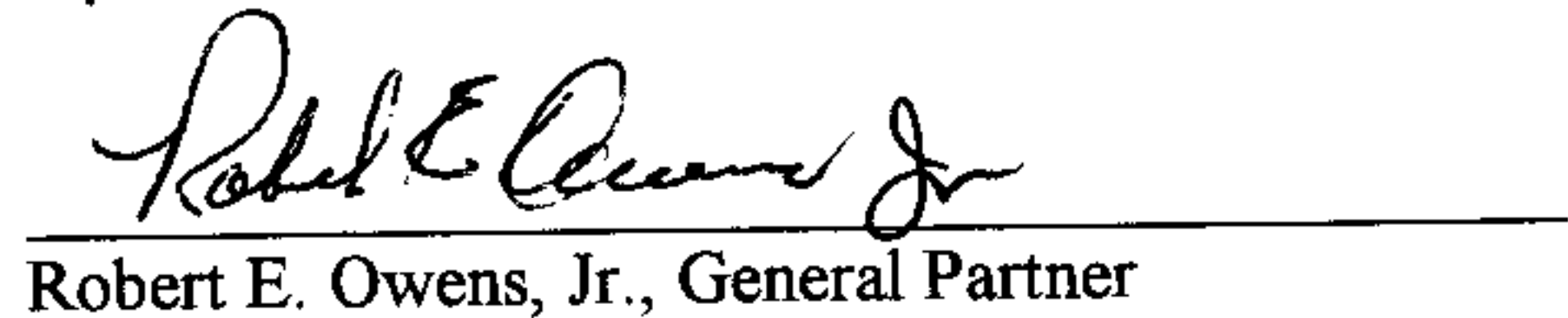
3.

The Limited Partnership has been converted into Bearden Properties, LLC.
A Statement of Conversion has been filed with the Shelby County Judge of Probate.

IN WITNESS WHEREOF, the undersigned have set forth their hands effective as of
October 12, 2000.

BEARDEN FAMILY PARTNERSHIP, LTD.


Joel E. Bearden, Jr., General Partner


Robert E. Owens, Jr., General Partner

Inst # 2000-35736

10/13/2000-35736
08:35 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MMB 11.00