

STATE OF ALABAMA)

SHELBY COUNTY)

624

FIRST AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP
AND
LIMITED PARTNERSHIP AGREEMENT
OF
BRECKENRIDGE PARK ASSOCIATES II, LTD.

THIS FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT OF BRECKENRIDGE PARK ASSOCIATES II, LTD. is made and entered into between and among Houston South Development, Inc. an Alabama corporation, as the General Partner of Breckenridge Park Associates II, Ltd., an Alabama Limited Partnership (the "Partnership"); Kathleen Triplett Futral, nee: Kark, as the Original Limited Partner of the Partnership and in her capacity as Attorney-in-Fact for each of the named Limited Partners set forth in Schedule A to this First Amendment.

WHEREAS, Houston South Development Corporation, Inc., is a General Partner of Breckenridge Park Associates II, Ltd., and Kathleen Triplett Futral, nee: Kark, is the Original Limited Partner in the Certificate of Limited Partnership and Limited Partnership Agreement of Breckenridge Park Associates II, Ltd., as filed in the Office of the Judge of Probate in Shelby County, Alabama on September 29, 1986, and recorded in Real Volume 031, Pages 391-430 in said office (the "Certificate"); and

WHEREAS, the undersigned desire to amend the Certificate to provide for the withdrawal of the Original Limited Partner and the admission of the persons listed on Schedule A, attached hereto and incorporated herein by this reference, as Limited Partners in the Partnership;

NOW, THEREFORE, in consideration of the above premises and the mutual covenants and undertakings of the parties heret, it is agreed as follows:

Section 1. Amendment of the Certificate

Pursuant to Section 7.03 of the Certificate, the Certificate is hereby amended to admit as Limited Partners in the Partnership the persons named on

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1986 OCT -6 AM 11:20

Thomas C. [Signature]
JUDGE OF PROBATE

David Nichols
300 Wadsworth St.

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Schedule A with respect to the Partnership Units set forth opposite the names of such persons. The admission of each of the named Limited Partners shall be effective as of December 28, 1985.

Section 2. Withdrawal of Original Limited Partner

The Original Limited Partner, Kathleen Triplett Futral, nee: Kark, hereby withdraws from the Partnership as provided in Section 7.03 of the Certificate.

Section 3. Further Amendments

Except as herein and hereby amended, modified or changed, all terms and provisions of the Certificate shall continue in full force and effect according to the terms thereof.

IN WITNESS WHEREOF, the parties hereto have entered into the First Amendment to the Certificate of Limited Partnership and Limited Partnership Agreement of Breckenridge Park Associates II, Ltd., on the 28th day of December, 1985.

GENERAL PARTNER:

HOUSTON SOUTH DEVELOPMENT, INC.

By: William D. Michol

Its President

ORIGINAL LIMITED PARTNER:

Kathleen Triplett Futral
Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for Raymond R. Riha
under his Subscription Agreement dated
8/5/85,

Kathleen Triplett Futral
Kathleen Triplett Futral, nee: Kark

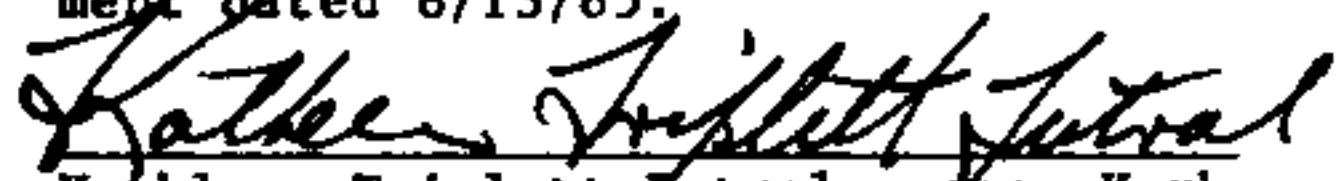
As Attorney-In-Fact for Jerry Metaxas
& Associates, Inc., under its Subscrip-
tion dated 11/10/85.

Kathleen Triplett Futral
Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for James Ward
under his Subscription Agreement dated
10/2/85.


Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for Marie F.
Atchison under her Subscription Agree-
ment dated 8/13/85.


Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for M&N Alloy Cast
Products, Inc. under its Subscription
Agreement dated 9/19/85.


Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for George D.
Gregory under his Subscription Agree-
ment dated 10/23/85.


Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for Michael T.
Atchison under his Subscription Agree-
ment dated 9/13/85.


Kathleen Triplett Futral, nee: Kark

As Attorney-In-Fact for Charles
McKerley under his Subscription Agree-
ment dated 12/28/85.


Kathleen Triplett Futral, nee: Kark

As Attorney in fact for William Hasty
under his subscription Agreement dated
August 20, 1985.


Kathleen Triplett Futral, nee: Kark

SCHEDULE A

NAME & ADDRESS	UNITS OWNED
RAYMOND R. RIHA P. O. Box 70 Pelham, AL 35124	5
JERRY METAXAS & ASSOCIATES 1281 Branchwater Lane Birmingham, AL	6
JAMES WARD 2100 16th Avenue, South Birmingham, AL 35205	1
MARIE F. ATCHISON P. O. Box 752 Columbiana, AL 35051	2
M & N ALLOY CAST PRODUCTS, INC. Highway 280 Childersburg, AL	16
GEORGE D. GREGORY 10 Monteverde Lane Montevallo, AL 35115	2
MICHAEL T. ATCHISON P. O. Box 822 Columbiana, AL 35051	1
CHARLES McKERLEY 1520 Blue Bell Lane Huntsville, AL	1
WILLIAM HASTY 5700 Bagby Drive Birmingham, AL 35209	1

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I CERTIFY THIS
INSTRUMENT IS CORRECT
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RECORDING FEES
Recording Fee \$ 10.00
Index Fee 1.00
TOTAL \$ 11.00