

1175

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
31 SOUTH**

We, the undersigned, amend the Certificate of the Limited Partnership of 31 South filed January 23, 1981, with the Judge of Probate of Shelby County, Alabama, and recorded in Partnership Book 1, commencing at Page 747, as follows:

1. Exhibit "B" of the Certificate of Limited Partnership is amended by deleting the name of THOMAS M. POE, JR., as a General Partner and substituting therefore CHARLOTTE W. POE, 3077 Whispering Pines Circle, Birmingham, Alabama 35226, as General Partner, thereby continuing the business of the Partnership pursuant to Section 10-9A-140 of the Code of Alabama of 1975.
2. In all other respects the Certificate of Limited Partnership of 31 SOUTH as originally filed for record with the Judge of Probate of Shelby County, Alabama, remains unchanged.

Dated: July 28, 1987

GENERAL PARTNER:

Charlotte W. Poe
CHARLOTTE W. POE

LIMITED PARTNER:

Donald E. Kiker
DONALD E. KIKER


JASPER C. SULLIVAN

BY:

Charlotte W. Poe
ATTORNEY-IN-FACT
Stanley Lawler
STANLEY LAWLER

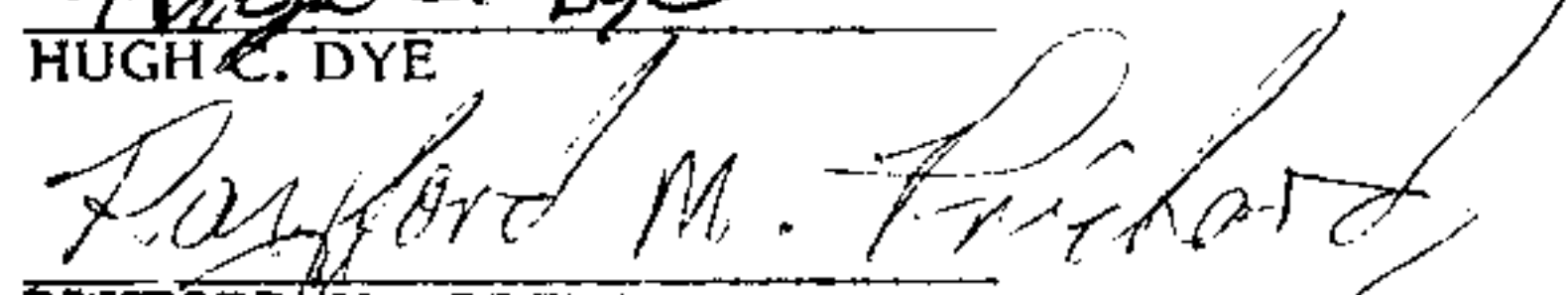
Fred Stough
FRED STOUGH

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DONNIE TUCKER


MARK SULLIVAN


HUGH C. DYE


RAYFORD M. PRITCHARD

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STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that CHARLOTTE W. POE, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing she executed the same voluntarily on the day the same bears date.

July Given under my hand and official seal this the 28 day of July, 1987.

Laura Lorraine Yawn
Notary Public

My commission expires: 9-10-88

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that DONALD E. KIKER, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

July Given under my hand and official seal this the 28 day of July, 1987.

Laura Lorraine Yawn
Notary Public

My commission expires: 9-10-88

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STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that FRED STOUGH, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 25 day of July, 1987.

Laura Dorraine Yawn
Notary Public

My commission expires: 9-10-88

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STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that DONNIE TUCKER, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 30 day of July, 1987.

Laura Dorraine Yawn
Notary Public

My commission expires: 9-10-88

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for Jefferson County in the State of Alabama, hereby certify that CHARLOTTE W. POE, whose name as Attorney-In-Fact is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, she, in her capacity as such Attorney-In-Fact, executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 28 day of July, 1987.

Laura Lonnaine Yawn
Notary Public

My commission expires: 9-10-88

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STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that STANLEY LAWLER, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 28 day of July, 1987.

Laura Lonnaine Yawn
Notary Public

My commission expires: 9-10-88

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that MARK W. SULLIVAN, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 28 day of July, 1987.

Laura Dominique Yaw
Notary Public

My commission expires: 9-10-88

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that HUGH C. DYE, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 28 day of July, 1987.

Laura Dominique Yaw
Notary Public

My commission expires: 9-10-88

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County, in said State, hereby certify that RAYFORD M. PRITCHARD, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that being informed of the contents of the foregoing he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 28 day of July, 1987.

Laura Lorraine Gause
Notary Public

My commission expires: 9-10-88

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 AUG 17 PM 3:16

Thomas A. Howard
JUDGE OF PROBATE

Recd 17.50
Jud. 1.00
18.50