

THIS FINANCING STATEMENT IS PRESENTED TO A FILING OFFICER FOR FILING PURSUANT TO THE UNIFORM COMMERCIAL CODE

1. Debtor(s) (Last Name First) and address(es)
 SHIRLEY, JIMMY LEE
 1623 COUNTY ROAD 280
 STERRETT AL 35147

2. Secured Party (ies) and address(es)
 BUDDY'S MARINELAND, INC.
 3800 BESSEMER SUPER HWY
 BESSEMER AL 35020

3. Filing Office (Date, Time, No., and Filing Officer)
 STATE OF ALA. SHELBY CO. PROBATE
 CERTIFY THIS INSTRUMENT WAS FILED
 89 FEB 17 AM 9:59
 022243
 Assignee:
 AmSouth Bank N.A.
 P.O. Box 11007
 Birmingham Alabama 35288

4. Debtor is a utility.

5. This financing statement covers the following types (or items) of property:

✓	1989 TRACKER	20' BB DL	BUJ37978I889
✓	1989 TRACKER	TJ60TLCE	02265847
✓	JOHNSON	JBF2CU	7516045
✓	1989 TRACKER	20'	1JL12RR12KA012774

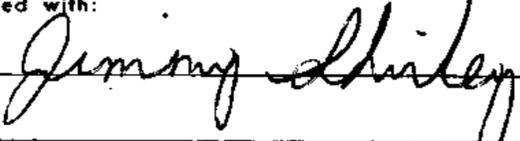
Complete only when filing with the Judge of Probate:
 6. The initial indebtedness secured by this financing statement is \$ 7088.26
 Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$ 10.65 + 1.00 = 21.65

7. This financing statement covers timber to be cut, crops, or fixtures and is to be cross indexed in the real estate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)

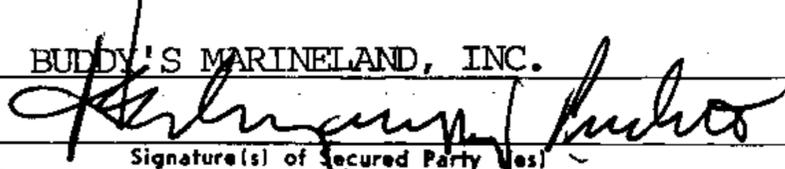
8. Check X if covered: Products of Collateral and also covered.

9. This statement is filed without the debtor's signature to perfect a security interest in collateral (check X, if so)
 already subject to a security interest in another jurisdiction when it was brought into this state.
 already subject to a security interest in another jurisdiction when debtor's location changed to this state.

No. of additional sheets presented _____
 which is proceeds of the original collateral described above in which a security interest is perfected
 acquired after a change of name, identity or corporate structure of debtor
 as to which the filing has lapsed

Filed with:


 Signature(s) of Debtor(s)

BUDDY'S MARINELAND, INC.


 Signature(s) of Secured Party (ies)
 (Required only if filed without Debtor's Signature—see Box 9)

(1) FILING OFFICER COPY — ALPHABETICAL