

1274

VOL 0699 PAGE 066

FIRST AMENDMENT TO
BROOKLINE, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

THIS CERTIFICATE entered into as of the 22nd day of October 1987, by and between Vantage Capital, Inc., a Tennessee corporation, as General Partner, and the parties named herein as the Limited Partners on Schedule A to this Agreement.

WHEREAS, the Brookline, Ltd. Certificate of Limited Partnership (the "Certificate") dated Sept. 17, 1987, was filed of record on Sept. 17, 1987 in the Register's Office of Williamson County, Tennessee under Instrument No. Book693Page532;

WHEREAS, the parties set forth on Schedule A have purchased Units of limited partnership interest in Brookline, Ltd. and have executed the Limited Partnership Agreement for Brookline, Ltd. (the "Partnership Agreement");

WHEREAS, the original Limited Partner, Phil Hayden,

Patricia T. Titt

BOOK 039 PAGE 418

desires to terminate his interest in Brookline, Ltd. and to receive the return of his original capital contribution.

WHEREAS, the investors set forth on Schedule A desire to be admitted as Limited Partners, and the General Partner desires to admit them as Limited Partners in accordance with Schedule A to this Agreement, and the parties named herein agree to be bound by the Partnership Agreement as amended by this Agreement.

NOW, THEREFORE, the parties named below hereby agree as follows:

1. The Certificate is hereby amended by substituting Schedule A attached hereto for the Schedule A attached to the original Certificate filed as Instrument No. Book693Page532.

2. In all other respects the Partnership Agreement and the Certificate are hereby ratified, confirmed and agreed to by all of the parties hereto who agree to be bound by all of the

terms of the Partnership Agreement as amended by this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this First Amendment to Brookline, Ltd. Certificate of Limited Partnership as of the day and year first above written.

GENERAL PARTNER:

VANTAGE CAPITAL, INC.

By: Dan Collier
Dan Collier, President

LIMITED PARTNERS:

Vantage Capital, Inc.
as Attorney-in-Fact for the
parties named as Limited
Partners on Schedule A
attached hereto

By: Dan Collier
Dan Collier, President

JHG-3F/F0090-03

STATE OF TENNESSEE
COUNTY OF Williamson

Personally appeared before me, Deborah Lynn Brittain, a Notary Public in and for said State and County duly commissioned and qualified, DAN COLLIER, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President of VANTAGE CAPITAL, INC. (the "Maker") and is authorized by the Maker to execute this instrument on behalf of the Maker.

WITNESS my hand, at office, this 21st day of October 1987.

Deborah Lynn Brittain
Notary Public

My Commission Expires:

6-9-91

DTP-1F/F0090-03

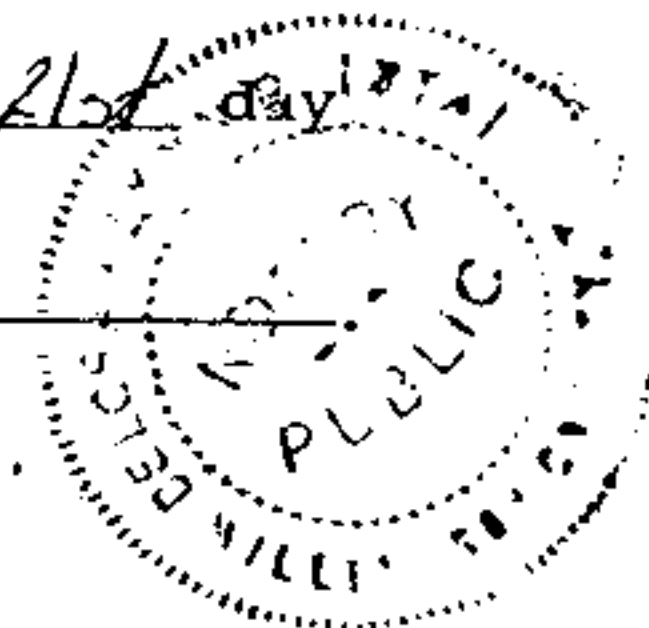
VOL 0699 PAGE 070

STATE OF TENNESSEE
COUNTY OF Williamson

BEFORE ME, the undersigned, a Notary Public, within and for said County and State, duly commissioned and qualified, personally appeared DAN COLLIER, with whom I am personally acquainted and who, upon his oath, acknowledged himself to be the President of VANTAGE CAPITAL, INC., a Tennessee Corporation, and who further acknowledged that VANTAGE CAPITAL, INC., is Attorney-In-Fact for the parties named as Limited Partners on Schedule A, attached hereto, the within named bargainors; and that he, as such President, being duly authorized so to do, executed the foregoing instrument for the purposes contained therein by subscribing thereto the name of the said corporation therein by himself as President of the corporation, and he further acknowledged that he executed said instrument as the free act and deed of the corporation and as the free act and deed of the parties named as Limited Partners on Schedule A, attached hereto.

WITNESS MY HAND AND NOTARIAL SEAL at office this 21st day of October, 1987.

Deborah Lynn Brittain
Notary Public



My Commission Expires:

6-9-91

JHG-3F/F0090-03

BOOK 039 PAGE 422

SCHEDULE A

VOL 0699 PAGE 071

TO

FIRST AMENDMENT TO

BROOKLINE, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

NAME AND ADDRESS

General Partner:

Vantage Capital, Inc.
One Maryland Farms
Suite 220
Brentwood, Tennessee 37027

Limited Partners:

Ronald C. Henning, IRA,
Custodian: Union Planters National Bank
c/o Russell Kennedy, Vice President
P. O. Box 387 - Trust Operations
Memphis, Tennessee 38147

Robert S. Hite
201 Summit View Drive
Brentwood, Tennessee 37027

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Ann G. Brockman
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BOOK 039 PAGE 423

H. W. Ferrell
2428 Hidden Lake
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Michael Duncan
Route 1, Maupin Road
Brentwood, Tennessee 37027

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5639 Granny White Pike
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c/o Charles V. Cifuni, Vice President
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1219 Franklin Road
Brentwood, Tennessee 37027

Ray Tarkington
1705 Division Street
Nashville, Tennessee 37203

Charles E. Blankenship, Jr., IRA,
Custodian: Union Planters National Bank
c/o Russell Kennedy, Vice President
P. O. Box 387 - Trust Operations
Memphis, Tennessee 38147

VOL 0699 PAGE 072

1. Deed Tax	\$	_____
2. Mig. Tax		_____
3. Recording Fee		17.50
4. Indexing Fee		1.00
TOTAL		21.50

SADIE WADDE
REGISTERED
WILLIAMS & WATKINS, INC.
1987 OCT 21 PM 2:49

Note Book 42 Page 302
Record Book 679 Page 66
State Tax 28.10 Fee 28.10 Rec. 28.10
Rec. No. 26561 Total Pd. 28.10

89 AUG -3 AM 8:40

JUDGE OF PROBATE