

1275

SECOND AMENDMENT TO

BROOKLINE, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

VOL 0716 PAGE 998

THIS SECOND AMENDMENT 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.

W I T N E S S E T H :

BOOK 039 PAGE 425

WHEREAS, the Brookline, Ltd. Certificate of Limited Partnership (the "Certificate") dated September 17, 1987, was filed of record on September 17, 1987, in the Register's Office of Williamson County, Tennessee at Book 693, Page 532;

WHEREAS, the Certificate was amended by a First Amendment which was filed of record on October 21, 1987, in the Register's Office of Williamson County, Tennessee, at Vol. 0699, Page 066 (the "First Amendment");

WHEREAS, the Schedule A attached to the First Amendment contained certain errors and omissions which the parties hereto desire to cure;

Cahaba Title

WHEREAS, the parties hereto desire to substitute the Schedule A attached hereto for the Schedule A attached to the First Amendment;

WHEREAS, the parties set forth on Schedule A attached hereto 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 purchasers set forth on Schedule A desire to be admitted as Limited Partners in accordance with Schedule A, and the parties hereto agree to be bound by the Partnership Agreement as amended by this Second Amendment; and

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

1. The Certificate (as amended by the First Amendment) is hereby amended by substituting the Schedule A attached hereto for the Schedule A attached to the First Amendment filed in the Register's Office of Williamson County at Volume 0699, Page 066.

BOOK 039 PAGE 426

2. In all other Respects, the Partnership Agreement and Certificate (as amended) are hereby ratified, confirmed and agreed to by all of the parties hereto who agree to be bound by the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Second 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

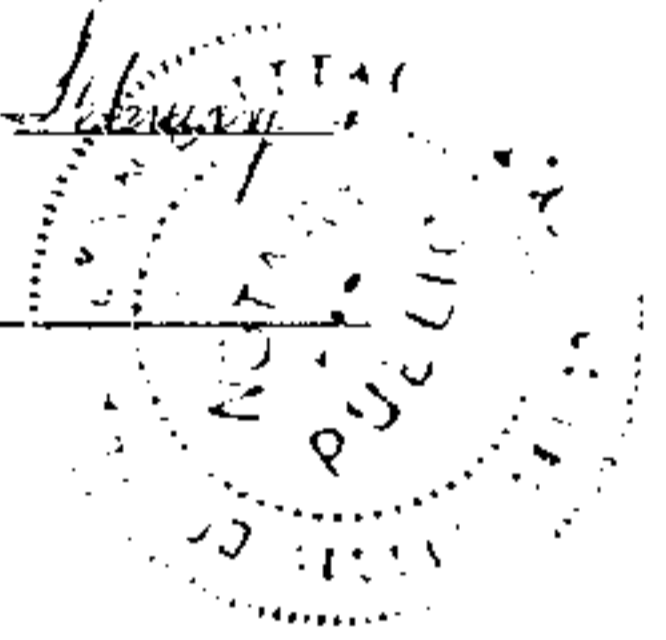
BOOK 039 PAGE 427

STATE OF TENNESSEE
COUNTY OF Williamson

Personally appeared before me, Deborah Lynn Burtain,
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 19 day of February,
1988.

Deborah Lynn Burtain
Notary Public



My Commission Expires:

12-9-91

JHG-1F/F0090-04

BOOK 039 PAGE 428

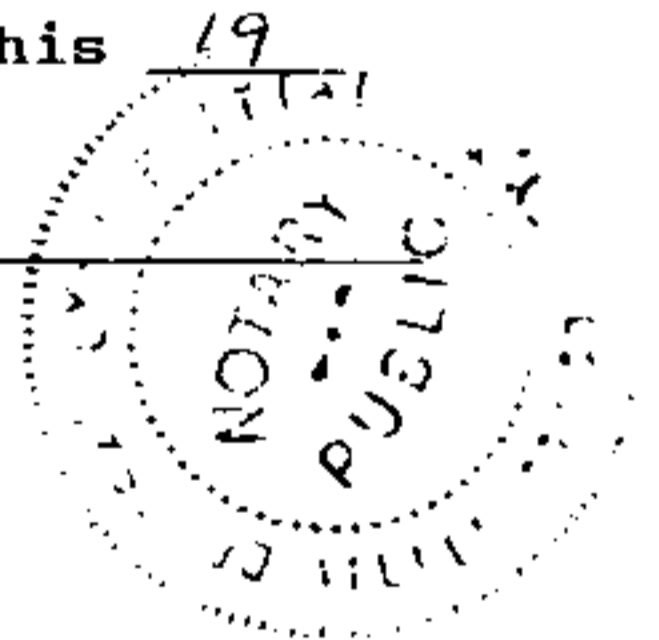
STATE OF TENNESSEE
COUNTY OF Williamson

VOL 0716 PAGE 000

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 19
day of February, 1988.

William L. Britton
Notary Public



My Commission Expires:

1-9-91

JHG-3F/F0090-04

BOOK 039 PAGE 429

SCHEDULE A
TO
SECOND AMENDMENT TO
BROOKLINE, LTD.

VOL 0716 PAGE 001

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

Richard E. Jung
2608 Barton Avenue
Nashville, Tennessee 37212

John P. Guinn
P. O. Box 11899
Memphis, Tennessee 38111-0899

Richard D. Muller
1411 Plymouth Drive
Brentwood, Tennessee 37027

Ann G. Brockman
900 Azalea Drive
Columbia, Tennessee 38401

BOOK 039 PAGE 430

Morris W. Cochran
530 Harding Place D-57
Nashville, Tennessee 38211

H. W. Ferrell
2428 Hidden Lake
Columbia, Tennessee 38401

Michael Duncan
Route 1, Maupin Road
Brentwood, Tennessee 37027

Duane Pulsifer, IRA
Custodian: Union Planters National Bank
c/o Charles V. Cifuni, Vice President
P. O. Box 387 - Trust Operations
Memphis, Tennessee 38147

Daniel L. and Lynn Schiller
5639 Granny White Pike
Brentwood, Tennessee 37027

Glen D. Verner
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

Michael R. Wood Profit Sharing
6010 Foxland Drive
Brentwood, Tennessee 37027

JHG-3F/F0090-04

VOL 0716 PAGE 1002

Note Book 43 Page 207
Record Book 716 Page 996
State Tax _____ Fee _____ Rec. 28.00
Rec. No. 32732 Total Pd. _____

BOOK 033 PAGE 431

SADIE WADE
REGISTER OF DEEDS
WILLIAMSON COUNTY, TN.
1988 FEB 19 PM 3:37

89 AUG -3 AM 8:42

JUDGE OF PROBATE

RECORDING FEES
Recording Fee \$ 17.50
Cut 1.00
Index Fee 3.00
TOTAL 21.50