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Re-recorded
THIRD AMENDMENT TO

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BROOKLINE, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

THIS THIRD AMENDMENT entered into as of the 20th day of January, 1988, by and between Vantage Capital, Inc., a Tennessee corporation, as General Partner, and the party named herein as a Limited Partner on Schedule A to this Agreement.

W I T N E S S E T H :

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WHEREAS, the Brookline, Ltd. (the "Partnership") 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, (the "First Amendment") and a Second Amendment which was filed of record on February 19, 1988 (the "Second Amendment"), both in the Register's Office of Williamson County, Tennessee, at Vol. 0699, Page 066 and Vol. 0716, Page 996, respectively;

Carole Title

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WHEREAS, the party set forth on Schedule A attached hereto has been assigned a Unit of limited partnership interest in Brookline, Ltd. and has executed the Limited Partnership Agreement for Brookline, Ltd. (the "Partnership Agreement");

WHEREAS, the party set forth on Schedule A desires to be admitted as a Limited Partner and the Partnership desires to admit such party;

WHEREAS, the parties hereto agree to be bound by the Partnership Agreement as amended by this Third Amendment;

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

1. The Certificate (as amended by the First Amendment and Second Amendment) is hereby amended by adding to the Schedule A attached to the Second Amendment the party set forth on Schedule A attached hereto.

2. In all other respects, the Partnership Agreement and Certificate (as amended) are hereby ratified, confirmed and

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agreed to by all of the parties hereto who agree to be bound by the terms of the Partnership Agreement, as amended.

IN WITNESS WHEREOF, the undersigned have executed this Third 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
party named as a Limited
Partner on Schedule A
attached hereto

By: Dan Collier
Dan Collier, President

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STATE OF TENNESSEE
COUNTY OF _____

Personally appeared before me, Dan Collier,
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 15 day of July,
1988.

Janice Cates
Notary Public

My Commission Expires:

3/29/92

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 party named as
Limited Partners on Schedule A, attached hereto, the within
named bargainor; 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 party named
as Limited Partner on Schedule A, attached hereto.

WITNESS MY HAND AND NOTARIAL SEAL at office this
day of July, 1988.

Janice Cates
Notary Public

My Commission Expires:

3/29/92

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SCHEDULE A

TO

THIRD 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 Partner:

Harry B. Taylor
5505 Shady Trail
Old Hickory, Tennessee 37138

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1908 JUL 19 PM 3:15
REGISTERED
WILLIAMSON COUNTY, TN.

Note Book 44 Page 133
Record Book 742 Page 82
State Tax Fee Rec.
Rec. No. 42017 Total Pd. 20.00

Note Book 44 Page 160
Record Book 745 Page 885
State Tax Fee Rec.
Rec. No. 43067 Total Pd. 22.00

RECORDING FEES

Recording Fee \$17.50
Index Fee 3.00
TOTAL 16.50

89 AUG -3 AM 8:43

JUDGE OF PROBATE

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SADIE WADE
REGISTER OF DEEDS
WILLIAMSON COUNTY, TN.

1988 AUG -3 PM 12:23