

This instrument was prepared by
John H. Cooper
Sirote & Permutt, P.C.
2222 Arlington Avenue South
Birmingham, Alabama 35205

STATE OF ALABAMA)

SHELBY COUNTY)

FIRST AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF PCA LAND DEVELOPMENT, LTD.

THIS FIRST AMENDMENT to the Amended and Restated Certificate and Agreement of Limited Partnership of PCA Land Development, Ltd., made and entered into this 11 day of January, 1990, by and among PCA Land Development, Inc., an Alabama corporation, constituting the general partner (the "General Partner") of PCA Land Development, Ltd. (the "Limited Partnership") and the undersigned purchasers of Units in the Limited Partnership who are admitted to the Limited Partnership as Limited Partners, as follows:

W I T N E S S E T H

WHEREAS, PCA Land Development, Ltd. was organized as an Alabama Limited partnership pursuant to that certain Certificate and Agreement of Limited Partnership dated as of December 22, 1988; and

WHEREAS, the Amended and Restated Certificate and Agreement of Limited Partnership of PCA Land Development, Ltd. (the "Limited Partnership Agreement"), was filed with the

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Judge of Probate of Shelby County, Alabama, on April 13, 1989;
and

WHEREAS, the parties hereto now desire to further amend the Limited Partnership Agreement to provide for the admission of additional Limited Partners; and

WHEREAS, by execution of this Amendment, the new Limited Partners agree to be bound by the terms hereof;

NOW, THEREFORE, in consideration of the foregoing premises and covenants and for other good and valuable considerations, it is agreed as follows:

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1. Pursuant to Section 4 of the Limited Partnership Agreement, the additional Limited Partners whose names are set forth on Exhibit "A" attached hereto are hereby added as additional Limited Partners in exchange for a capital contribution of Two Hundred Dollars (\$200) and the execution of a personal guarantee, pursuant to which each additional Limited Partner agrees to personally guarantee a pro rata portion of the Acquisition Loan and the Development Loan up to a maximum of \$4,800 per Unit, which are hereby accepted and deemed satisfactory to the General Partner.

2. Exhibit "B" to the Limited Partnership Agreement is hereby amended and restated in its entirety in the manner shown on Exhibit "A" attached hereto and made a part hereof as if fully incorporated herein, to reflect the names, mailing addresses, number of Units of Participation purchased and

total capital contribution of each Limited Partner of the Limited Partnership, by virtue of this Amendment.

3. All of the covenants, terms and conditions of the Limited Partnership Agreement are hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned have executed this Amendment on this 11th day of January, 1990.

PCA LAND DEVELOPMENT, INC.

By Harry L. Phillips, M.D.
Harry L. Phillips, M.D.,
Its President

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ATTEST:

William R. Dexheimer
William R. Dexheimer,
Its Secretary

(GENERAL PARTNER)

Ref: MS/9C48415

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LIMITED PARTNER SIGNATURE PAGE:

JAMES M. ABROMS
MARGARET W. ARTHUR
DAVID BENNETT
DAVID L. GORDON
MICHAEL C. MAYS
JOHNNIE W. STEVENS
KAREN E. STONE
B. A. MCCLELLAND
NORMAN L. HANES
MICHAEL J. TURNER
RICK L. & SUSAN J. PHILLIPS
TIMOTHY H. REAL
LESLIE L. WELLS
ELLEN A. OVSON
THOMAS J. SMITHERMAN, III
ROBERT C. SNYDER
MARTIN E. TRUETT
STEPHEN R. BOWEN
RICHARD F. BLISS
GEORGE C. SMITH
JAMES P. TEMPLE
VICTOR J. HAMILTON
RICHARD A. HAMER
FRANK B. WALL, JR.
ELIZABETH C. WELCH

By: PCA LAND DEVELOPMENT, INC.

By Harry L. Phillips, M.D.
President

As Attorney-in-Fact under
the power of attorney
granted in the Subscription
and Suitability Agreement
signed by each.

EXHIBIT "A"

AMENDED AND RESTATED EXHIBIT "B" TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP

<u>Name & Address</u>	<u>No. of Units of Participation Purchased</u>	<u>Total Capital Contributions</u>	<u>Share of Distributions & Profit & Loss</u>
Gary Howard 1502 Grove Place Birmingham, AL 35209	16	\$ 3,200	2.716%
Edward Goldblatt 1332 Waxwing Drive Alabaster, AL 35007	4	\$ 800	.679%
Barry McLean 9 Brush Creek Farms Columbiana, AL 35051	16	\$ 3,200	2.716%
Barry C. Nedoba 1942 Riverway Drive Birmingham, AL 35244	16	\$ 3,200	2.716%
Paul S. Scalici 3506 Bethune Drive Birmingham, AL 35223	16	\$ 3,200	2.716%
J. Rodolfo Vargas 2022 Brookwood Medical Center Drive Birmingham, AL 35209	21	\$ 4,200	3.565%
J. Max Austin, Jr. 1016 18th Street South, Suite A Birmingham, AL 35205-4810	21	\$ 4,200	3.565%
Chivers R. Woodruff, Jr. 1206 Cheval Lane Birmingham, AL 35216	16	\$ 3,200	2.716%
Jorge A. Pino 4933 Mountainview Parkway Birmingham, AL 35244	16	\$ 3,200	2.716%

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C. Rush McInnis, Jr. 1630 Panorama Lane Birmingham, AL 35216	10	\$ 2,000	1.698%
Michael E. Brewer 3403 Creekwood Drive Birmingham, AL 35243	16	\$ 3,200	2.716%
Michael Alan Chandler 2321 Tanglewood Brook Lane Vestavia Hills, AL 35243	16	\$ 3,200	2.716%
John C. Hankins 2022 Brookwood Medical Center Drive Suite 415 ACC Birmingham, AL 35209	16	\$ 3,200	2.716%
Harry L. Phillips 100 Beacon Drive Columbiana, AL 35051	21	\$ 4,200	3.565%
J. H. Blanton 2018 Brookwood Medical Center Drive Suite G-5 Brookwood Professional Office Building Birmingham, AL 35209	16	\$ 3,200	2.716%
James O. Williams 300 West Clay Sylacauga, AL 35150	16	\$ 3,200	2.716%
William R. Dexheimer 2178 Baneberry Drive Birmingham, AL 35244	21	\$ 4,200	3.565%
Eric Solomon 3603 Dunbarton Drive Mountain Brook, AL 35233	21	\$ 4,200	3.565%
Connie Kempf 2429 Dolly Ridge Trail Birmingham, AL 35243	7	\$ 1,400	1.188%
Joseph L. Story P. O. Box 1006 Columbiana, AL 35051	16	\$ 3,200	2.716%
Thomas M. Nolen P. O. Box 1006 Columbiana, AL 35051	16	\$ 3,200	2.716%

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W. Eason Mitchell P. O. Box 989 Alabaster, AL 35007	16	\$ 3,200	2.716%
Frank H. Rudeseal 1804 Post Oak Road Birmingham, AL 35216	16	\$ 3,200	2.716%
Wyndol S. Hamer, Jr. Suite 100 ACC 2010 Brookwood Medical Center Drive Birmingham, AL 35209	16	\$ 3,200	2.716%
James M. Allen 857 Tulip Poplar Drive Birmingham, AL 35244	10	\$ 2,000	1.698%
Charles Bueltman 6216 Ransom Road Birmingham, AL 35210	6	\$ 1,200	1.019%
Michael S. Vaughn 3667 Altacrest Drive Birmingham, AL 35243	16	\$ 3,200	2.716%
Michael J. Turner 3616 Cheshire Road Birmingham, AL 35242	16	\$ 3,200	2.716%
Ellen S. Weber 3413 Watertown Place Birmingham, AL 35243	1	\$ 200	.17%
James M. Abrams 1817 Oxmoor Road Birmingham, AL 35209	5	\$ 1,000	.849%
Margaret W. Arthur P. O. Box R Vincent, AL 35178	4	\$ 800	.679%
David Bennett 4505 Swallow Place Birmingham, AL 35213	10	\$ 2,000	1.698%
David L. Gordon 1009 Montgomery Highway South Birmingham, AL 35216	10	\$ 2,000	1.698%

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Michael C. Mays 1222 14th Avenue, South Birmingham, AL 35205	5	\$ 1,000	.849%
Johnnie W. Stevens 3010 Tara Lane Drive Birmingham, AL 35216	7	\$ 1,400	1.188%
Karen E. Stone 1974-D Chandalar Drive Pelham, AL 35124	1	\$ 200	.17%
B. A. McClelland P. O. Box 399 Alabaster, AL 35002	5	\$ 1,000	.849%
Norman L. Hanes P. O. Box 1122 Calera, AL 35040	2.5	\$ 500	.424%
Rick L. and Susan J. Phillips 2687 Watkins Glen Drive Birmingham, AL 35216	5	\$ 1,000	.849%
Timothy H. Real 21 Raleigh Avenue Birmingham, AL 35209	5	\$ 1,000	.849%
Leslie L. Wells 2018 Brookwood Medical Center Drive Professional Office Building, Suite G-5 Birmingham, AL 35209	5	\$ 1,000	.849%
Ellen A. Ovson 2006 Brookwood Medical Center Drive Suite 306 Birmingham, AL 35209	7	\$ 1,400	1.188%
Thomas James Smitherman, III 142 Mallard Point Drive Pelham, AL 35124	2	\$ 400	.339%
Robert C. Snyder 2508 U.S. 31 South Pelham, AL 35124	2	\$ 400	.339%
Martin E. Truett 21289 Highway 216 McCalla, AL 35111	5	\$ 1,000	.849%

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Stephen R. Bowen 308 West Hickory Street Sylacauga, AL 35150	2	\$ 400	.339%
Richard F. Bliss Route 2, Box 197 Talladega, AL 35160	5	\$ 1,000	.849%
George C. Smith Route 2, Box 200 Lineville, AL 36266	5	\$ 1,000	.849%
Richard A. Hamer Route 1, Box 352 Double Springs, AL 35553	12	\$ 2,400	2.037%
James P. Temple Route 4, Box 180 Dadeville, AL 36853	10	\$ 2,000	1.698%
Victor J. Hamilton Suite 8, Medical Arts Building Alexander City, AL 35010	5	\$ 1,000	.849%
Frank B. Wall, Jr. 4801 Bridgewater Road Birmingham, AL 35243	10	\$ 2,000	1.698%
Elizabeth D. Welch 3024 Asbury Park Place Birmingham, AL 35243	5	\$ 1,000	.849%

Ref: MS/9C48441

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
90 JAN 18 AM 11:30
JUDGE OF PROBATE

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