

This instrument prepared by:
✓ Scott W. Ford
Johnston, Barton, Proctor,
Swedlaw & Naff
1100 Park Place Tower
Birmingham, Alabama 35203

CERTIFICATE OF SECOND AMENDMENT

TO

AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

OF

MSR, LTD.

(A Limited Partnership)

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The undersigned, Gwendolyn Brown Massey, Administratrix of the Estate of James Elmer Massey, deceased (the "Assignor"), Process Equipment, Inc., an Alabama corporation (the "Assignee"), MSR, Ltd. (the "Partnership"), an Alabama limited partnership organized and existing pursuant to an Agreement and Certificate of Limited Partnership recorded in Book 36, Page 442, in the Office of the Judge of Probate of Shelby County, Alabama, as amended by the Agreement and Certificate of First Amendment recorded in Book 29, Page 912, in said Probate Office (such Agreement and Certificate and Agreement and Certificate of First Amendment being herein referred to as the "Partnership Agreement" and "First Amendment", respectively), and the remaining undersigned general and limited partners of this Partnership, do hereby agree to the following amendments to the Partnership Agreement:

ARTICLE I

The name of the limited partnership is:

MSR, LTD.

ARTICLE II

The date of filing of the Partnership Agreement was June 24, 1980 and the date of filing of the First Amendment was March 11, 1986.

ARTICLE III

Assignor, as a substituted limited partner under paragraph 11(a) of the Partnership Agreement, has sold and assigned to Assignee the twenty percent (20%) limited partnership interest in the Partnership heretofore owned by the decedent, James Elmer Massey.

NOW, THEREFORE, the amendments to the Partnership Agreement are as follows:

1. Paragraph 4 of the Partnership Agreement is hereby amended to read as follows:

4. Partners' Names, Residence Addresses and Designations. The names, residence addresses and designations of the general partners and limited partners in the Partnership (herein sometimes collectively referred to as the "partners") are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>DESIGNATION</u>
James A. Woods	500 Twin Branch Drive Birmingham, AL 35226	General Partner
A. T. Scott	301 Leach Court Birmingham, AL 35213	General Partner
Robert E. Perry	1348 Starcross Drive Birmingham, AL 35216	Limited Partner
M. C. Davis	1133 Arrowhead Trail Alabaster, AL 35007	Limited Partner
Process Equipment, Inc.	P. O. Box 1607 Pelham, Alabama 35124	Limited Partner

2. The first sentence of paragraph 6 of the Partnership Agreement is hereby amended to read as follows:

6. Partners' Interests in the Partnership. The partners' respective interests in the Partnership, including the profits and losses of the Partnership, effective as of April 1, 1991, are as follows:

<u>PARTNER</u>	<u>INTEREST</u>
James A. Woods	20%
A. T. Scott	20%
Robert E. Perry	20%
M. C. Davis	20%
Process Equipment, Inc.	20%
	100%

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IN WITNESS WHEREOF, each of the parties hereto has executed this Second Amendment, effective as of February 1, 1991, on this 4th day of April, 1991.

ASSIGNOR:

Estate of James Elmer Massey, Deceased

By Gwendolyn Brown Massey
Gwendolyn Brown Massey,
Administratrix

ASSIGNEE:

Process Equipment, Inc.

By James A. Woods
President

OTHER PARTNERS:

James A. Woods
James A. Woods

A. T. Scott
A. T. Scott

Robert E. Perry
Robert E. Perry

M. C. Davis
M. C. Davis

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STATE OF ALABAMA)
Jefferson COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Gwendolyn Brown Massey, whose name as Administratrix of the Estate of James Elmer Massey is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, she, in her capacity as such Administratrix, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 4th day of April, 1991.

Donna P. Walker
Notary Public

My Commission Expires: 5-25-91

STATE OF ALABAMA)
Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that James A. Woods, whose name as President of Process Equipment, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 4th day of April, 1991.

Law S. M. A.
Notary Public

My Commission Expires: 8-1-94

STATE OF ALABAMA)
Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that James A. Woods, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this

date, that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal this 4th day of April, 1991.

Sp. S. May
Notary Public

My Commission Expires: 8-1-94

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that A. T. Scott, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date, that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal this 4th day of April, 1991.

Sp. S. May
Notary Public

My Commission Expires: 8-1-94

STATE OF ALABAMA)

Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Robert E. Perry, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date, that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal this 4th day of April, 1991.

Sp. S. May
Notary Public

My Commission Expires: 8-1-94

STATE OF ALABAMA)
Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that M. C. Davis, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date, that, being informed of the contents of the instrument, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal this 4th day of April, 1991.

[Signature]
Notary Public

My Commission Expires: 8-1-94

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1991 APR 22 PM 2:22

[Signature]
JUDGE OF PROBATE

Rec	15.00
Jud	3.00
Cert	1.00
	<u>19.00</u>