

STATE OF ALABAMA)

SHELBY COUNTY)

FIRST AMENDMENT TO CERTIFICATE AND LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate and Limited Partnership Agreement (the "Certificate") of CHELSEA FARM PARTNERSHIP, LTD. (the "Partnership"), dated as of July 30, 1993, and filed on August 5, 1993 in the Judge of Probate of Shelby County, Alabama, in Inst # 1993-23134, do hereby make, sign and file the following First Amendment to the Certificate. Unless otherwise indicated, all capitalized terms shall have the meanings set forth in the Certificate.

1. The name of the Partnership is Chelsea Farm Partnership, Ltd.

2. The Partnership was organized as of July 30, 1993, pursuant to the Certificate described above which was filed on August 5, 1993.

3. On JAN 31, 1994, Laurence D. Weygand transferred to Kenneth B. Weygand, as Custodian for Scott Laurence Weygand under the Alabama Uniform Transfers to Minors Act a nine percent (9%) limited partnership interest in the Partnership. Also on JAN. 31, 1994, Laurence D. Weygand transferred to Kenneth B. Weygand, as Custodian for Stacy Lynn Weygand under the Alabama Uniform Transfers to Minors Act a nine percent (9%) limited partnership interest in the Partnership.

4. The Certificate is hereby amended by deleting Section 2.02 thereof in its entirety and substituting in lieu thereof the following:

Section 2.02 - Partnership Interests

In consideration of their capital contributions, the Partners shall have the following percentage interests in the Partnership (individually a "Percentage Interest" and jointly the "Percentage Interests"):

General Partner

Percentage Ownership

Laurence D. Weygand

1.00%

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Limited Partners

Laurence D. Weygand 63.00%

Kenneth B. Weygand, as 18.00%
custodian for Scott Laurence
Weygand under the Alabama
Uniform Transfers to Minors Act

Kenneth B. Weygand, as 18.00%
custodian for Stacy Lynn
Weygand under the Alabama
Uniform Transfers to Minors Act

TOTAL 100%

5. Pursuant to Alabama Code Section 10-9A-140(3)(b), all of the Partners of the Partnership hereby agree to continue the business of the Partnership without any lapse or termination.


6. The Partners hereby confirm, ratify and approve the terms and provisions of the Certificate, including all previous amendments thereto.

7. Except as otherwise provided herein and to the extent not inconsistent herewith, the terms and conditions of the Certificate are hereby continued, reaffirmed and readopted by all of the Partners without interruption and termination.


IN WITNESS WHEREOF, the undersigned have caused this First Amendment to Certificate and Limited Partnership Agreement to be executed as of the date first written above.



Laurence D. Weygand



Kenneth B. Weygand, as custodian
for Scott Laurence Weygand under
the Alabama Uniform Transfers to
Minors Act



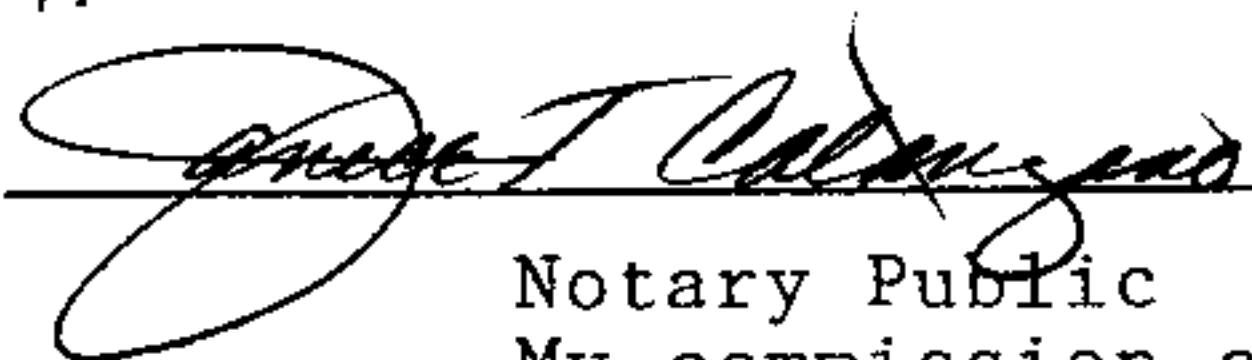
Kenneth B. Weygand, as custodian
for Stacy Lynn Weygand under
the Alabama Uniform Transfers to
Minors Act

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, as Notary Public in and for said County and State, do hereby certify that Kenneth B. Weygand, whose name is signed to the foregoing document, who is known to me, acknowledged before me, on this date, that after having been duly informed of the contents of said document, he executed the same voluntarily and with full authority therefor.

Given under my hand and seal this the 3rd day of February 1994.

BY:



Notary Public

My commission expires: 1-18-97

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