

This instrument was prepared by:

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Burr & Forman
3000 SouthTrust Tower
420 North 20th Street
Birmingham, AL 35203
(205) 458-5257

STATE OF ALABAMA)

SHELBY COUNTY)

FIRST CERTIFICATE OF
AMENDMENT TO THE CERTIFICATE
OF LIMITED PARTNERSHIP AND
LIMITED PARTNERSHIP AGREEMENT
OF KEY-ROYAL REALTY NO. VI, LTD.

This First Certificate of Amendment to the Certificate of Limited Partnership and Limited Partnership Agreement of Key-Royal Realty No. VI, Ltd. (the "First Certificate") is made and entered into by Royal Automotive Group, Inc., as the General Partner and Royal Motors, Inc., as the substituted General Partner, and Myron C. Livingston, Charles C. Scott, Jr., John H. Shields, II, and Robert J. Worthington, as the Limited Partners, all of Key-Royal Realty No. VI, Ltd. (the "Partnership").

WHEREAS, Royal Automotive Group, Inc. has withdrawn as the General Partner of the Partnership, effective October 28, 1994, and has assigned all of its interest in the Partnership to Charles C. Scott, Jr., and John H. Shields, II, effective October 28, 1994;

WHEREAS, Royal Motors, Inc., has agreed to acquire an interest in the Partnership as a General Partner, effective October 28, 1994;

WHEREAS, Robert J. Worthington has assigned all of his interest in the Partnership to Charles C. Scott, Jr., and John H. Shields, II, effective October 28, 1994;

WHEREAS, the Partners desire to amend the Certificate of Limited Partnership and Limited Partnership Agreement of Key-Royal Realty No. VI, Ltd., to reflect the substitution of Royal Motors, Inc., as General Partner for Royal Automotive Group, Inc., pursuant to Section 13 of said Certificate.

NOW, THEREFORE, the undersigned do hereby certify and agree as follows:

1. The name of limited partnership is Key-Royal Realty No. VI, Ltd. (the "Partnership"). The Partnership was formed by filing a Certificate of Limited Partnership and Limited Partnership Agreement (the "Certificate") with the Office of the Judge of Probate of Shelby County, Alabama, on April 20, 1988, which is recorded in Book 035, Page 751 in said office.

2. Pursuant to Section 11 of the Certificate and Sections 10-9A-21 and 10-9A-23 of the Code of Alabama (1975), as amended, the Certificate is hereby amended to reflect the withdrawal of Royal Automotive Group, Inc., as General Partner and simultaneous substitution of Royal Motors, Inc., as General Partner, and to reflect Robert J. Worthington's assignment of his Limited Partnership interest to Charles C. Scott, Jr., and John H. Shields, II:

(a) Section 2(h) of the Certificate is hereby deleted in its entirety therefrom and the following is substituted in lieu thereof;

(i) General Partner: Royal Motors, Inc., or any person or persons who at the time of reference thereto has been admitted, as herein provided, as a successor to his interest or as an additional General Partner, in each such person's capacity as a General Partner.

(b) Section 5 of the Certificate is hereby deleted in its entirety therefrom and the following is substituted in lieu thereof:

5. Names and Addresses of Partners.

(a) General Partner. The name and address of the General Partner is:

Royal Motors, Inc.
6148 Memorial Drive
Stone Mountain, Georgia 30086

(b) Limited Partners. The names and addresses of the Limited Partners are:

Myron C. Livingston
Royal Motors, Inc. d/b/a Mazda World
6184 Memorial Drive
Stone Mountain, Georgia 30086

Charles C. Scott, Jr.
Regal Nissan, Inc.
1090 Holcomb Bridge Road
Roswell, GA 30075

John H. Shields, II
Century Automotive Group
Regency Center, Suite 210
3800 University Drive
Huntsville, AL 35816

(c) Section 7(a) of the Certificate is hereby deleted in its entirety therefrom and the following is substituted in lieu thereof:

(a) Allocations of Profits and Losses.
Profits and losses of the Partnership shall be determined each year in accordance with the accounting methods followed by the Partnership for federal income tax purposes. The profits and losses shall be shared by the Partners as herein specified without regard to the amounts in their respective Capital Accounts and except as provided in subparagraph (b) below, the determination of each Partner's distributive share of any Partnership item of income, gain, loss, deduction, credit or allowance for any Partnership accounting period shall be made in accordance with the following allocations:

(i) 1% of the profits shall be allocated to the General Partner, and the amount so allocated shall be credited to its Capital Account; and 1% of the losses shall be allocated to the General Partner, and the amount so allocated shall be debited to its Capital Account.

(ii) 99% of the profits shall be allocated to the Limited Partners, collectively, and the amount so allocated shall be credited to each of their respective Capital Accounts; and 99% of the losses shall be allocated to the

Limited Partners, collectively, and the amount so allocated shall be debited to their respective Capital Accounts. All allocations among the Limited Partners, collectively, shall be further allocated among them as follows: Myron C. Livingston 15%; Charles C. Scott, Jr. 42.5%; and John H. Shields, II, 42.5%.

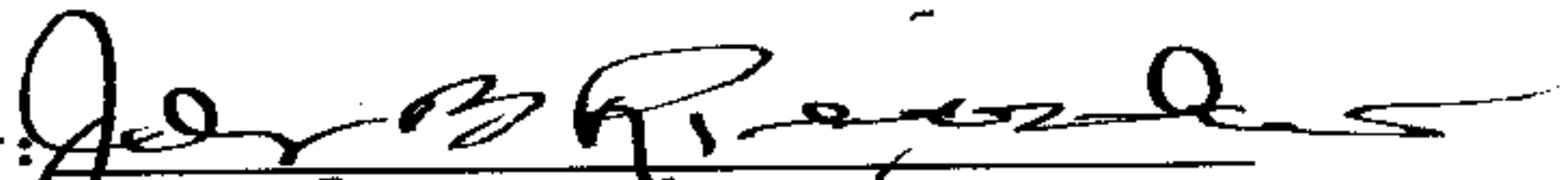
3. Except as herein and hereby amended, modified or changes, all terms and provisions of the Certificate as heretofore amended shall continue in full force and effect according to the terms thereof.

4. Royal Motors, Inc., by its execution of this First Certificate, does hereby signify its agreement to assume the duties and obligations of Royal Automotive Group, Inc., as General Partner in the Partnership and to be bound by the terms and conditions of the Certificate, as amended, from and after the effective date of this First Certificate.

IN WITNESS WHEREOF, the Partners have entered into this First Certificate of Amendment to the Certificate of Limited Partnership and Limited Partnership Agreement of Key-Royal Realty No. VI, Ltd., on this 28th day of October, 1994.

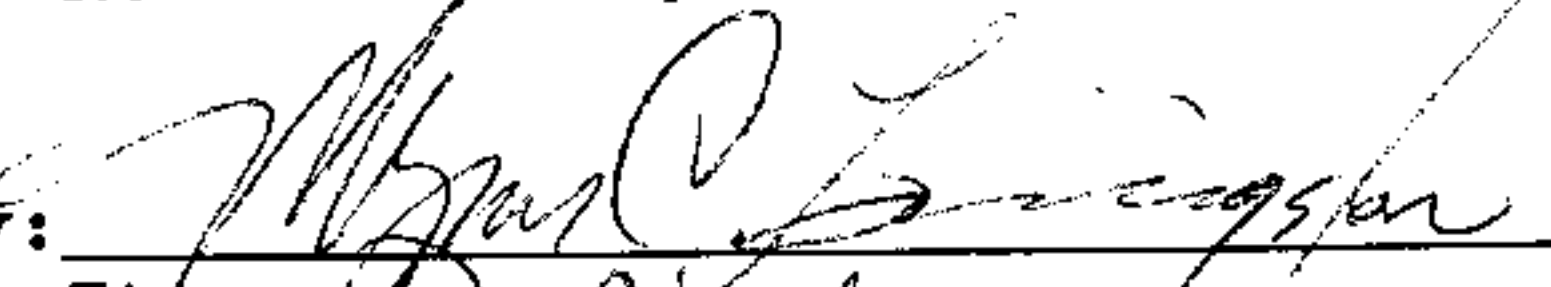
GENERAL PARTNER:

ROYAL AUTOMOTIVE GROUP, INC.

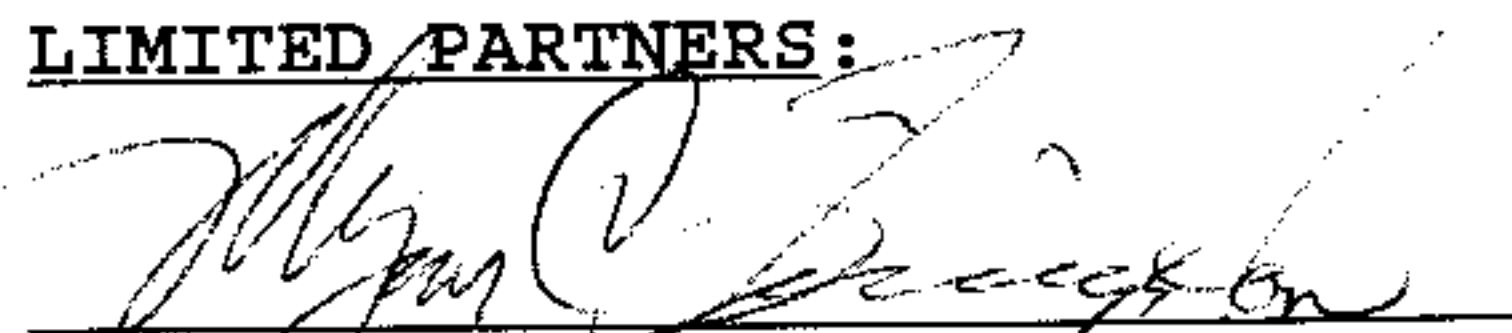
By: 
Its: Charles C. Scott, Jr.

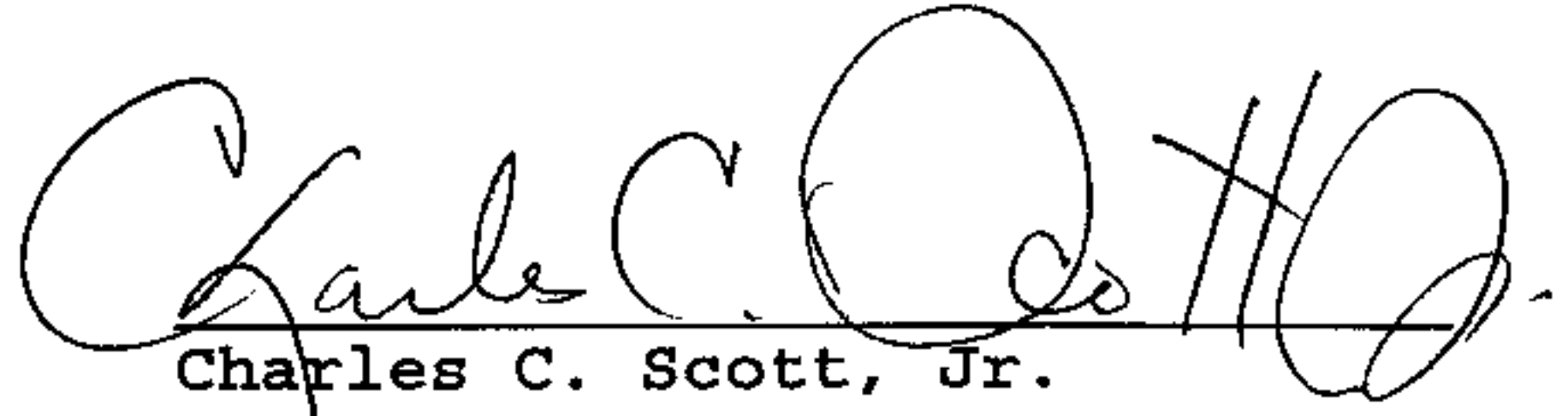
SUBSTITUTED GENERAL PARTNER:

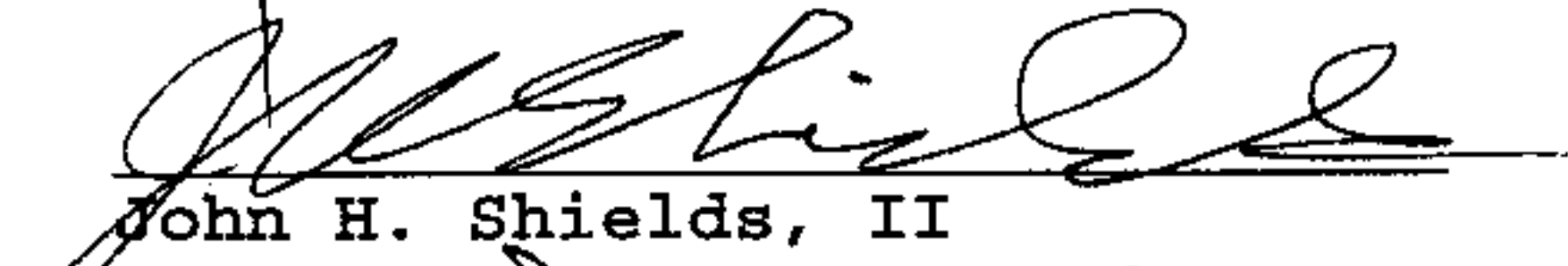
ROYAL MOTORS, INC.

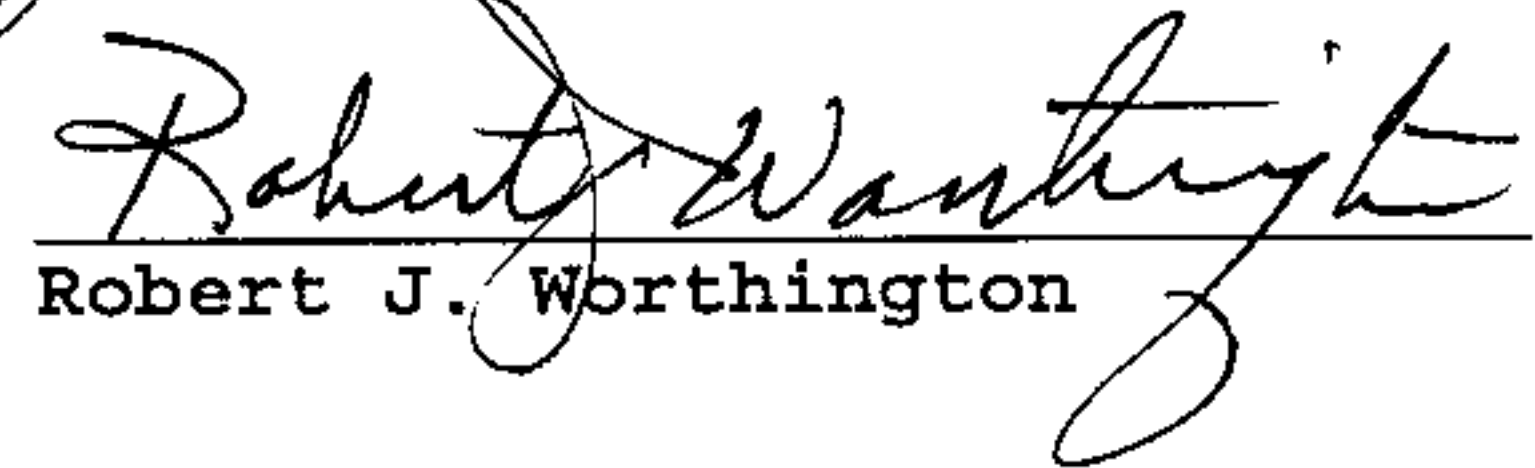
By: 
Its: President

LIMITED PARTNERS:


Myron C. Livingston


Charles C. Scott, Jr.


John H. Shields, II


Robert J. Worthington

Inst # 1994-34140

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11/15/1994-34140
04:07 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 18.50