

This instrument was prepared by:
Leonard Wertheimer, III
Najjar Denaburg, P.C.
2125 Morris Avenue
Birmingham, Alabama 35203

FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
BEARDEN FAMILY PARTNERSHIP, LTD.

The undersigned, desiring to amend its Certificate of Limited Partnership pursuant to the laws of the State of Alabama, certify as follows:

1. Name of Partnership. The name of the Limited Partnership is "Bearden Family Partnership, LTD."
2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership was filed in the Probate Office of Shelby County, Alabama, on December 29, 1994.
3. Amendment. The amendment recognizes certain transfers of limited partnership units and the admission of Joel E. Bearden, Jr., Robert E. Owens, Jr., David Elwyn Bearden and Shirley Ann B. Genry as substituted Limited Partners. All transfers are reflected on Schedule A attached hereto.
4. Effective Date. This amendment shall be filed with the Judge of Probate of Shelby County, Alabama, within thirty (30) days after the admission of the above individuals as substituted Limited Partners and shall be effective as of the date of such admission.

DATED: 12-29-94
Helena, Alabama

GENERAL PARTNERS:

Joel E. Bearden
Joel E. Bearden

Irene L. Bearden
Irene L. Bearden

LIMITED PARTNERS:

Joel E. Bearden
Joel E. Bearden

Irene L. Bearden
Irene L. Bearden

12/29/1994-37674
11:29 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 20.50

Inst # 1994-37674

Joel E. Bearden, Jr.
Joel E. Bearden, Jr.

Robert E. Owens, Jr.
Robert E. Owens, Jr.

David Elwyn Bearden
David Elwyn Bearden

Shirley Ann B. Genry
Shirley Ann B. Genry

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Joel E. Bearden and Irene L. Bearden, General Partners and Limited Partners of Bearden Family Partnership, LTD., a limited partnership, who are known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, they executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.

[Signature]
Notary Public
My Commission Expires: 10-22-96

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Joel E. Bearden, Jr., a Limited Partner of Bearden Family Partnership, LTD., a limited partnership, who is known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, he executed the same voluntarily for and as the act of said partnership.

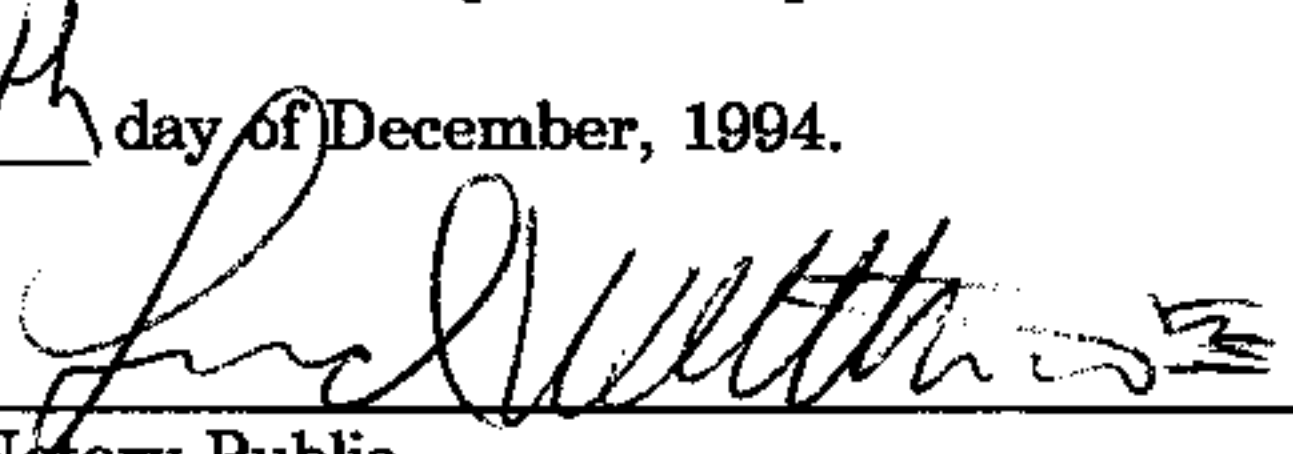
Given under my hand and official seal this 29th day of December, 1994.

[Signature]
Notary Public
My Commission Expires: 10-22-96

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Robert E. Owens, Jr., a Limited Partner of Bearden Family Partnership, LTD., a limited partnership, who is known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, he executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.

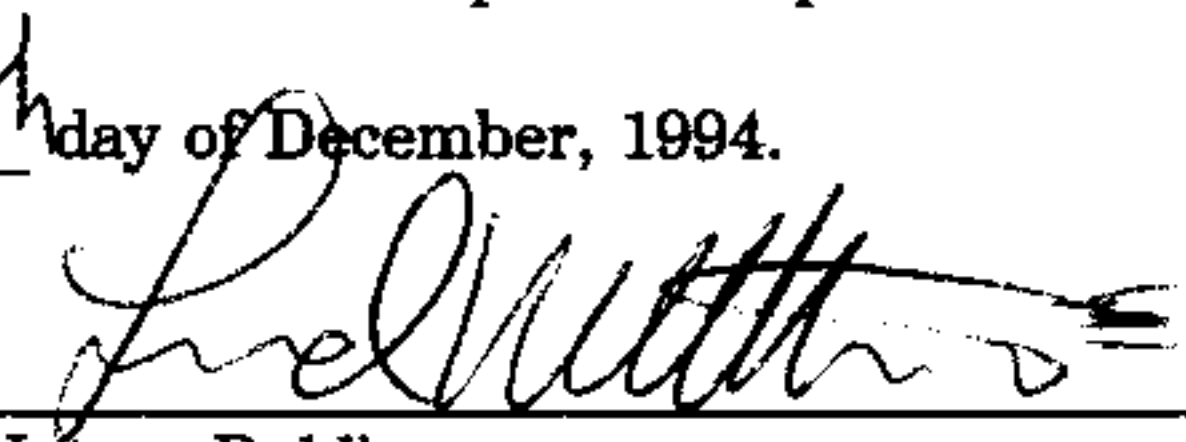


Notary Public
My Commission Expires: 10-22-96

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that David Elwyn Bearden, a Limited Partner of Bearden Family Partnership, LTD., a limited partnership, who are known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, he executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.

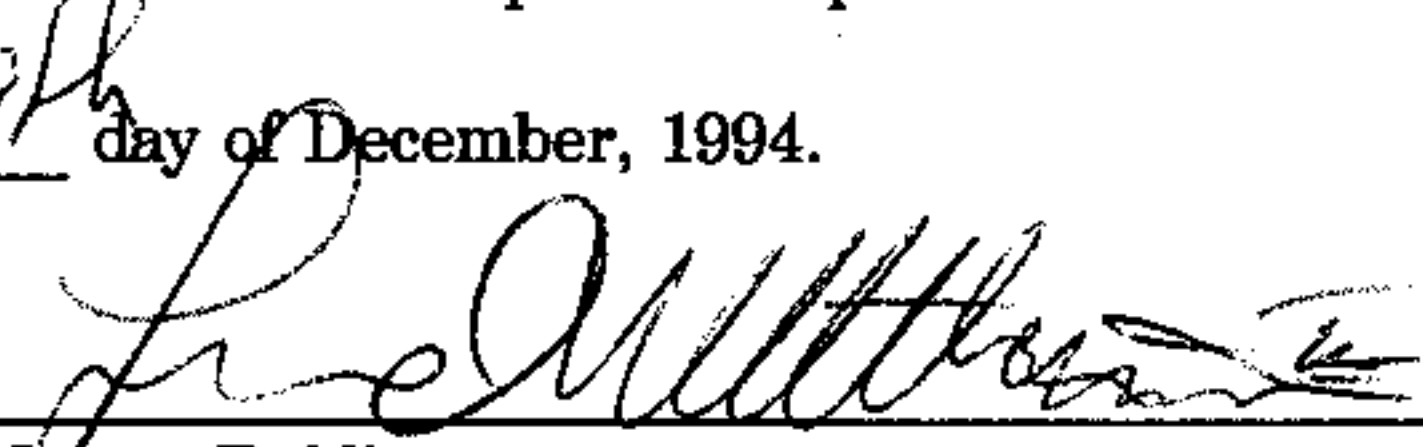


Notary Public
My Commission Expires: 10-22-96

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that Shirley Ann B. Genry, a Limited Partner of Bearden Family Partnership, LTD., a limited partnership, who are known to me, acknowledged before me on this day, that, being informed of the contents of said instrument, she executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this 29th day of December, 1994.



Notary Public
My Commission Expires: 10-22-96

SCHEDULE A

CAPITAL CONTRIBUTIONS AND PARTNERSHIP INTEREST

<u>NAME OF PARTNERS</u>	<u>CAPITAL CONTRIBUTIONS</u>	<u>PARTNERSHIP UNITS</u>
<u>General Partner:</u>		
Joel E. Bearden	\$ 22,025	220
Irene L. Bearden	21,023	210
<u>Limited Partners:</u>		
Joel E. Bearden	270,250	2,700
Irene L. Bearden	270,250	2,700
Joel E. Bearden, Jr.	40,037	400
Robert E. Owens, Jr.	40,037	400
Shirley Ann B. Genry	40,037	400
David Elwyn Bearden	40,037	400
<u>Transferees:</u>		
Peggy A. Bearden	40,037	400
Janice B. Bearden	40,037	400
Michelle B. Finn	40,037	400
Kim B. Wash	40,037	400
Staci B. Ballard	40,037	400
Kathleen O. Perkins	40,037	400
Linda Kathleen Owens	40,037	400
Larry Wayne Owens	40,037	400
Denise F. Owens	40,037	400
Claire N. Owens	40,037	400
Frances B. Lewis	40,037	400
David E. Lewis	40,037	400
Sherry L. Leemon	40,037	400
David Edward Lewis	40,037	400
Pamela L. Mears	40,037	400
Donald J. Leeman	40,037	400
Ralph W. Bearden	40,037	400
Monta Faye Bearden	40,037	400
Ralph W. Bearden, Jr.	40,037	400
Alfred W. Bearden	40,037	400
Cynthia B. Carroll	40,037	400
Ramona B. Martin	40,037	400
Don C. Genry	40,037	400
Timothy E. Genry	40,037	400

L. Scott Genry	40,037	400
Tami M. Genry	40,037	400
Kathy L. Genry	40,037	400
John L. Bearden, Jr.	40,037	400
Cathy N. Bearden	40,037	400
Debby S. Bearden	40,037	400
Ginger B. Burns	40,037	400
James Larry Burns	40,037	400

TOTAL	\$2,024,880	20,230
-------	-------------	--------

December 29, 1994

Inst # 1994-37674
 12/29/1994-37674
 11:29 AM CERTIFIED
 SHELBY COUNTY JUDGE OF PROBATE
 005 NCD 20.50