

**AMENDMENT TO ARTICLES OF ORGANIZATION
OF**

BENCO, L.L.C.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned members of Benco, L.L.C., pursuant the Code of Alabama (1975), § 10-12-11, do hereby amend and modify those certain Article of Organization of Benco, L.L.C., dated the 9th day of November, 1993, and recorded as **Instrument No. 1993-38734** in the Probate Office of Shelby County, Alabama as follows:

ARTICLE IV

The names and addresses of the members of the limited liability company are as follows:

Tommy Coker
1230 Inverness Corners
Birmingham AL 35242

Thelma Coker
1230 Inverness Corners
Birmingham AL 35242

Those original members not name herein are no longer members of the limited liability company effective with the execution of this Amendment.

ARTICLE VII

All the members of the company shall serve equally in the management of this limited liability companies affairs. Under no circumstances shall any single member or group of members small that the total number of members of the company take

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SHELBY COUNTY JUDGE OF PROBATE
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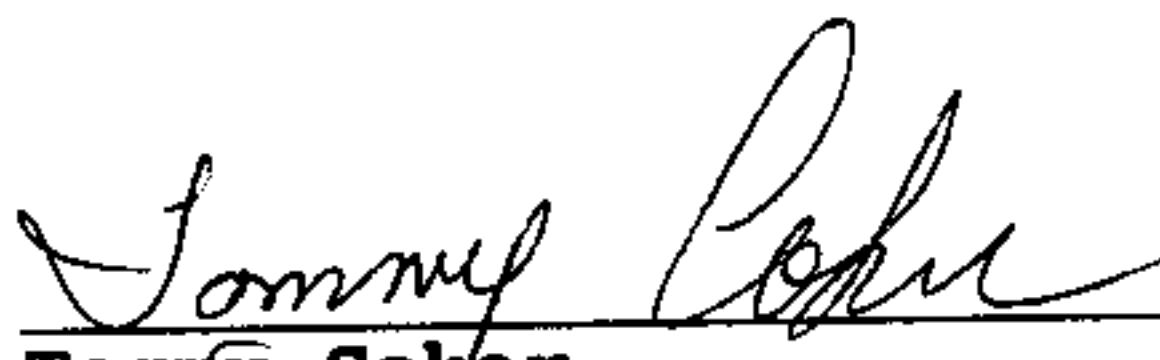

Beals & Assoc.

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responsibility, either formally or informally, for managing the affairs of the company. This article is to be construed to mean that there shall never exist, within this limited liability company, any form of centralized management, and further that each and every member hereof shall be empowered to act for this limited liability company independently from the other members.

The Articles contained herein represent the totality of the amendments to the Articles of Organization of Benco, L.L.C. as described hereinabove, and all other Articles contained therein remain in full force and effect.

Executed this the 4th day of January, 1995, by the following members.


Tommy Coker

Thelma Coker

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