

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

SECOND 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. 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, and shall be effective as of the date of such admission.

DATED: 4/20/95
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

Inst # 1995-10517

J.E. BEARDEN
3494 BEARDEN LANE
HELENA, AL 35080
(205-988-3728)

04/24/1995-10517
11:02 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 18.50

Inst # 1995-10517

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 20th day of April, 1994⁵

Law Lamor
Notary Public
My Commission Expires: 5/26/96

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 20th day of April, 1994⁵

Law Lamor
Notary Public
My Commission Expires: 5/26/96

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 20th day of April, 1994.5

Laur Lamar
Notary Public
My Commission Expires: 5/26/96

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 20th day of April, 1994.5

Laur Lamar
Notary Public
My Commission Expires: 5/26/96

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 20th day of April, 1994.5

Laur Lamar
Notary Public
My Commission Expires: 5/26/96

AMENDED 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	\$ 22,025.00	220
Irene L. Bearden	21,023.00	210
<u>Limited Partners:</u>		
Joel E. Bearden, Jr.	40,037.00	400
Robert E. Owens, Jr.	40,037.00	400
Shirley Ann B. Genry	40,037.00	400
David Elwyn Bearden	40,037.00	400
<u>Transferees:</u>		
Joel E. Bearden, Jr.	15,013.88	150
Robert E. Owens, Jr.	15,013.88	150
Shirley Ann B. Genry	15,013.88	150
David Elwyn Bearden	15,013.88	150
Peggy A. Bearden	55,050.89	550
Janice B. Bearden	55,050.89	550
Michelle B. Finn	55,050.89	550
Kim B. Wash	55,050.89	550
Staci B. Ballard	55,050.89	550
Kathleen O. Perkins	55,050.89	550
Linda Kathleen Owens	55,050.89	550
Larry Wayne Owens	55,050.89	550
Denise F. Owens	55,050.89	550
Claire N. Owens	55,050.89	550
Frances B. Lewis	55,050.89	550
David E. Lewis	55,050.89	550
Sherry L. Leemon	55,050.89	550
David Edward Lewis	55,050.89	550
Pamela L. Mears	55,050.89	550
Donald J. Leeman	55,050.89	550
Ralph W. Bearden	55,050.89	550
Monta Faye Bearden	55,050.89	550
Ralph W. Bearden, Jr.	55,050.89	550
Alfred W. Bearden	55,050.89	550
Cynthia B. Carroll	55,050.89	550
Ramona B. Martin	55,050.89	550
Don C. Genry	55,050.89	550

Timothy E. Genry	55,050.89	550
L. Scott Genry	55,050.89	550
Tami M. Genry	55,050.89	550
Kathy L. Genry	55,050.89	550
John L. Bearden, Jr.	55,050.89	550
Cathy N. Bearden	55,050.89	550
Debby S. Bearden	55,050.89	550
Ginger B. Burns	55,050.89	550
James Larry Burns	55,050.89	550

TOTAL	\$2,024,880.00	20,230
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December 29, 1994

Inst # 1995-10517

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04/24/1995-10517
11:02 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 MCD 18.50