

This instrument was prepared by: Bruce A. Rawls
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Birmingham, Alabama 35203

STATE OF ALABAMA)
)
SHELBY COUNTY)

**FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP AND
LIMITED PARTNERSHIP AGREEMENT OF BORDER PROPERTIES, LTD.**

**THIS FIRST AMENDMENT TO THE CERTIFICATE OF LIMITED
PARTNERSHIP AND LIMITED PARTNERSHIP AGREEMENT OF BORDER
PROPERTIES, LTD.** (sometimes referred to as the "Amendment") dated this 25 day of
April, 1995, by and among **KAROLINA ROASTERS, INC.**, an Alabama corporation, as
general partner, and **RICHARD D. REESE, DONALD M. GHAREEB, DORIAN REESE,**
KIMBERLY REESE and ELIZABETH G. GHAREEB, as limited partners.

RECITALS:

The general partner and the limited partners formed an Alabama limited partnership
under the name of **BORDER PROPERTIES, LTD.** pursuant to the Alabama Limited
Partnership Act of 1983, as amended, by filing a Certificate of Limited Partnership and Limited
Partnership Agreement (the "Original Certificate") with the Judge of Probate of Shelby County,
Alabama, on March 28, 1995, Instrument No. 1995-07811. Subsequent to the filing of the
Original Certificate, the General Partner has discovered that the aggregate Capital Contribution
and Limited Partner Units held by two (2) of the Limited Partners was misstated in the Original
Certificate. Consequently, this Amendment to the Original Certificate has been executed and
will be filed on behalf of the Partnership in order to correct the same.

NOW, THEREFORE, in consideration of the premises and the agreements contained
herein and for other valuable consideration, the receipt and sufficiency of which is hereby
acknowledged, the parties hereby agree as follows:

AMENDMENT:

1. Section 3.1(b) as set forth in the Original Certificate is amended by deleting the
same in its entirety and setting forth the following in its place and stead as if originally and fully
set forth therein:

Inst # 1995-13629

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(b) The Limited Partners have made capital contributions to the Partnership as indicated below for each, and in exchange for which they hold the Limited Partner Units listed below:

<u>Limited Partner</u>	<u>Aggregate Capital Contribution</u>	<u>Limited Partner Units</u>
Richard D. Reese	\$ 90.00	90
Donald M. Ghareeb	\$ 90.00	90
Dorian Reese	\$ 200.00	200
Kimberly Reese	\$ 200.00	200
Elizabeth Ghareeb	\$ 400.00	400

2. Except as amended hereby, the Original Certificate remains effective with respect to all other terms contained therein.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date set forth above.

GENERAL PARTNER


KAROLINA ROASTERS, INC., an Alabama corporation

By: Donald M. Ghareeb
Its: PRESIDENT

LIMITED PARTNERS

Richard D. Reese
Richard D. Reese

Donald M. Ghareeb
Donald M. Ghareeb


Dorian Reese


Kimberly Reese


Elizabeth G. Ghareeb

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