

**SECOND AMENDMENT TO  
SECOND RESTATED AND AMENDED AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
TURTLE LAKE, LTD.**

To the Probate Judge  
County of Colbert  
County of Shelby  
State of Alabama

THIS SECOND AMENDMENT TO SECOND RESTATED AND AMENDED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP FOR TURTLE LAKE, LTD. (this "Amendment") is filed pursuant to Section 10-9A-21 of the Alabama Uniform Limited Partnership Act.

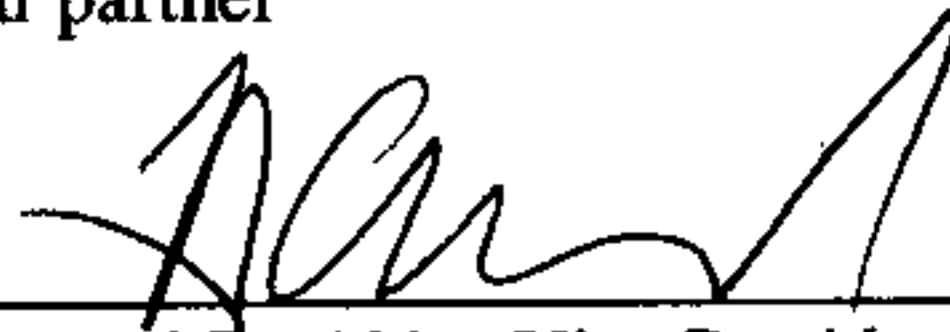
1. The name of the limited partnership is Turtle Lake, Ltd. (the "Partnership").
2. The date of filing of the original Agreement and Certificate of Limited Partnership (as amended, modified and restated, the "Certificate of Limited Partnership") in Shelby County was January 31, 1986 and in Colbert County was February 21, 1986.
3. The provision of the Certificate of Limited Partnership relating to the agent for service of process is amended as follows: The name and address of the agent for service of process are The Prentice-Hall Corporation System, Inc., 57 Adams Avenue, Montgomery, Alabama 36197.
4. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument. However, in making proof hereof, it shall be necessary to produce only one copy hereof signed by the party to be charged.

Signed on February 12, 1996.

**MANAGING GENERAL PARTNER:**

**MONTFORD SAVANNAH, L.P.,**  
a Delaware limited partnership

By: Montford Savannah, Inc.,  
general partner

By:   
Howard R. Akin, Vice President

By: ELMA, Inc.,  
general partner

By:   
David F. Stapleton, President

02/16/1996-05142  
02:33 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
001 MCD 8:50

Inst # 1996-05142



400 N. ST. PAUL  
SUITE 1025  
DALLAS, TX 75201-3116

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