

ARTICLES OF AMENDMENT
TO THE ARTICLES OF ORGANIZATION OF
NORTH SHELBY DEVELOPMENT, L.L.C.,
AN ALABAMA LIMITED LIABILITY COMPANY

TO: The Honorable Patricia Fuhrmeister, Judge of Probate, Shelby County, Alabama.

Pursuant to the Provisions of the Act No. 93-724 of the 1993 Alabama Legislature for the purpose of forming a limited liability company under the Alabama Limited Liability Act and any act amendatory thereof, supplementary thereto or substituted therefor (Hereinafter referred to as the "ACT"), **NORTH SHELBY DEVELOPMENT, L.L.C.**, an Alabama Limited Liability Company, existing under Articles of Organization filed for record on the 4th day of June, 1996, adopts the following amendment to its Articles of Organization:

ONE: The name of the limited liability company is North Shelby Development, L.L.C.

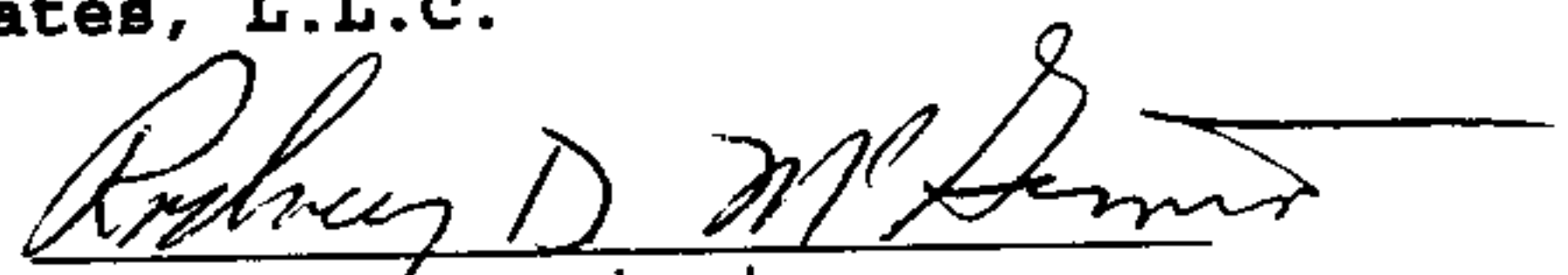
TWO: The amendment to the Articles of Organization, adopted by the Shareholders pursuant to ACT, on the 5th day of June, 1996, was as follows:

The name of the limited liability company is hereby amended and shall be **SHELBY FOREST ESTATES, L.L.C.**

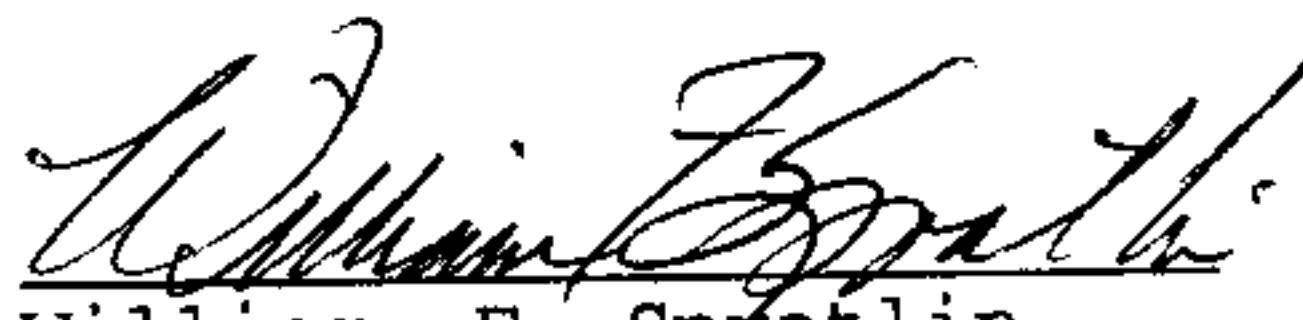
THREE: Except as hereinabove otherwise expressly provided, the original Articles of Organization shall remain unchanged and in full force and effect.


Dated this the 5th day of June, 1996, at Birmingham, Alabama, witness the signatures of the Members of North Shelby Development, L.L.C. now known as **Shelby Forest Estates, L.L.C.**


Donald M. Acton


Rodney D. McGinnis

Caledonian, Inc.


William F. Spratlin

BY: 
Kenneth B. Weygand
Its: President

This instrument was prepared by:
Clayton T. Sweeney, Attorney
2700 Highway 280 East Suite 290E
Birmingham, AL 35223

06/05/1996-18265
04:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MEL 15.00

Inst # 1996-18265