

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DAYSPRING, INC.**

The undersigned Officers of Dayspring, Inc., an Alabama nonprofit corporation pursuant to the Alabama Nonprofit Corporation Act (Title 10, Chapter 3A of the Code of Alabama, 1975) (the "Corporation"), hereby adopt the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Dayspring, Inc.
2. ARTICLE ONE of the Articles of Incorporation is hereby deleted and the following new ARTICLE ONE is substituted in lieu thereof:

ARTICLE ONE

NAME

The name of the Corporation is KING's RANCH, INC.

3. ARTICLE SIX of the Articles of Incorporation of Dayspring, Inc. shall be amended by deleting the existing ARTICLE SIX in its entirety and substituting the following in lieu thereof:

The officers of said Corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a President, such Executive Vice-Presidents and Vice-Presidents as shall be elected by the Board of Directors, a Secretary and a Treasurer, all of whom shall be elected annually by the Board of Directors. Additionally, such assistants to the Secretary and the Treasurer as are deemed to be necessary or convenient by the Board of Directors may be elected by the Board of Directors from time to time. Election of such officers shall be held at such a time and in such a manner as is provided for in such Bylaws of the Corporation. The Board of Directors shall consist of 24 members, who shall be elected for nonconsecutive terms of three (3) years each. The number of directors actually elected by the Board of Directors may be less than 24 without violating these Articles, provided that such number of directors is consistent with the Bylaws of the Corporation. The Board of Directors shall be elected by the directors of the Corporation or their successors, all as is provided and set out in the Bylaws of the Corporation. Any officer elected may be removed from said

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SHELBY COUNTY JUDGE OF PROBATE
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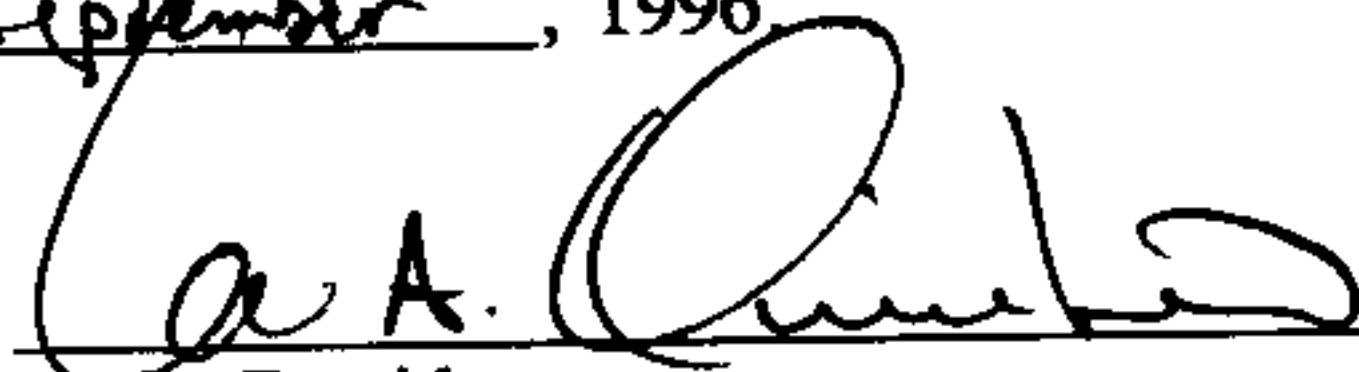
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office by majority of the directors of said Corporation in a meeting duly assembled whenever, in the judgment of the Board of Directors, the best interest of the Corporation will thereby be served. Any director elected or appointed may be removed from said office by a majority of the directors of said Corporation in a meeting duly assembled whenever, in the judgment of the Board of Directors, the best interest of the Corporation will thereby be served.

5. This amendment was adopted at a meeting of the Board of Directors of the corporation on September 5, 1996.

6. There being no members of the corporation, this amendment was approved by the unanimous consent of all of the Members of the Board of Directors of Dayspring, Inc.

IN WITNESS WHEREOF the undersigned Officers of the Corporation have hereunto subscribed their names this 5th day of September, 1996


As its President

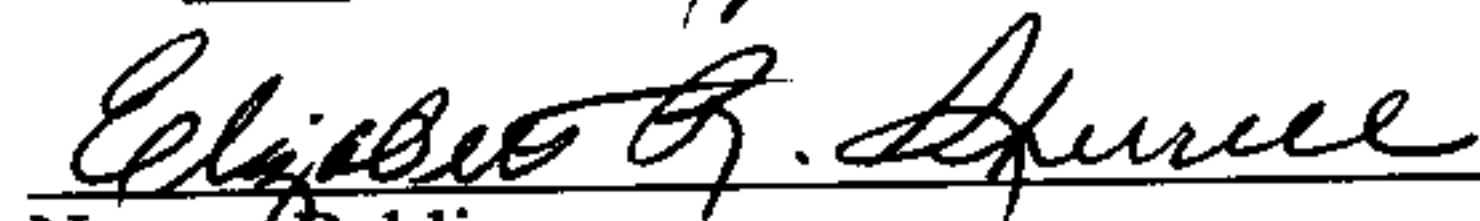

As its Secretary

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Lee A. Kinnebrew, whose name as President of King's Ranch, an Alabama nonprofit corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that, being informed of the contents thereof, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 5th day of September, 1996.


Notary Public

My Commission Expires: 12/19/98

VERIFICATION

STATE OF ALABAMA)

SHELBY COUNTY)

Appeared before me, the undersigned Notary Public in and for said County in said State,
Elena P. Aedry, Secretary of King's Ranch, who, having been first duly sworn, did
depose and state as follows:

1. His name is Elena P. Aedry.
2. He is the Secretary of King's Ranch.
3. He has read the foregoing Articles of Amendment in their entirety
and is familiar with the contents thereof.
4. The foregoing Articles of Amendment are true and correct to the
best of his information, knowledge, and belief.
5. Further Affiant said not.

Elena P. Aedry
Affiant

SWORN TO AND SUBSCRIBED BEFORE ME, this 5th day of September, 1996.

E. J. Shreve
Notary Public

My Commission Expires: 12/19/98

[NOTARY SEAL]

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION AMENDMENT

OF

DAYSPRING, INC. into KING'S RANCH, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION AMENDMENT of DAYSPRING, INC. into KING'S RANCH, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION AMENDMENT of DAYSPRING, INC. into KING'S RANCH, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 16 day of

SEPTEMBER, 1996.

Patricia Gayle Schmieder

Judge of Probate

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