

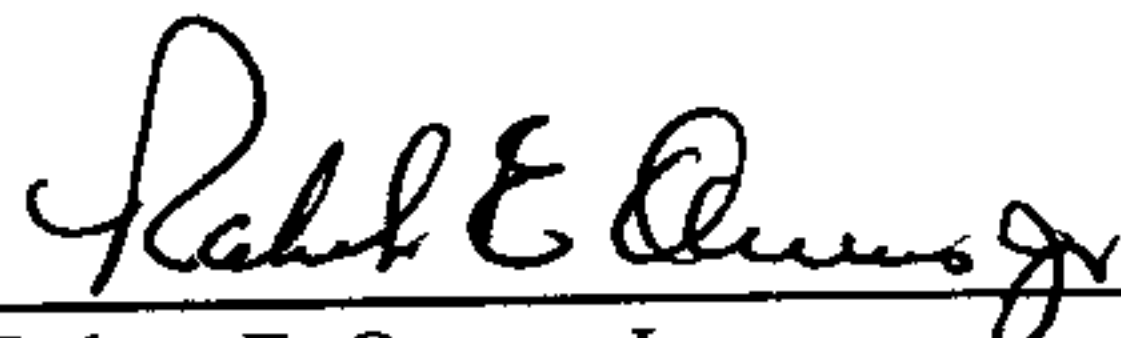
**THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BEARDEN FAMILY PARTNERSHIP, LTD.**

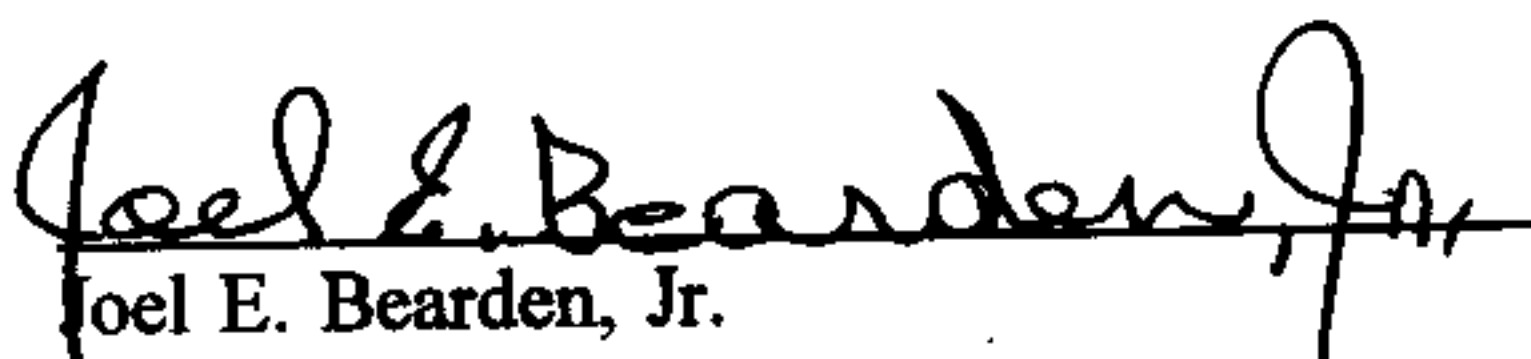
The undersigned, desiring to amend its Certificate of Limited Partnership pursuant to the laws of the State of Alabama, certify as follows:

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 changes in the general and limited partners and certain transfers of limited partnership units. All changes are reflected on Schedule "A" attached hereto.
4. **Effective Date.** The 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: 9/2/96  
Helena, Alabama


**GENERAL PARTNERS:**

  
Robert E. Owens, Jr.

  
Joel E. Bearden, Jr.

**LIMITED PARTNERS:**

  
Joel E. Bearden, Jr.

  
Robert E. Owens, Jr.

Inst # 1996-37523  
11/12/1996-37523  
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SHELBY COUNTY JUDGE OF PROBATE  
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David Elwyn Bearden  
David Elwyn Bearden

Shirley Ann B. Genry  
Shirley Ann B. Genry

STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that JOEL E. BEARDEN, General Partner and Limited Partner of the 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 5th day of November, 1996.

[Signature]  
Notary Public  
My Commission Expires: 10-31-2000

STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that JOEL E. BEARDEN, JR., General Partner and Limited Partner of the 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 5th day of November, 1996.

[Signature]  
Notary Public  
My Commission Expires: 10-31-2000

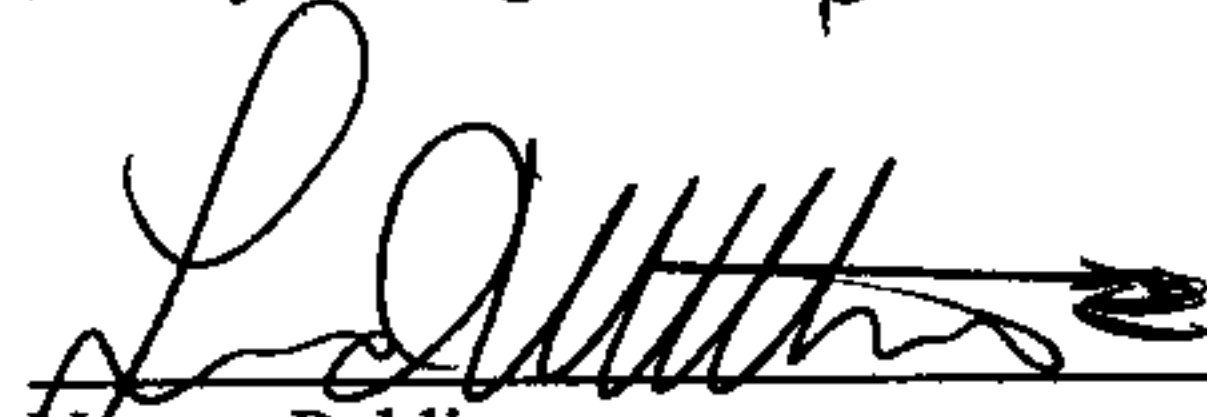
STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify

that ROBERT E. OWENS, JR., Limited Partner of the 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 <sup>5th</sup> ~~1st~~ day of <sup>November</sup> ~~August~~, 1996

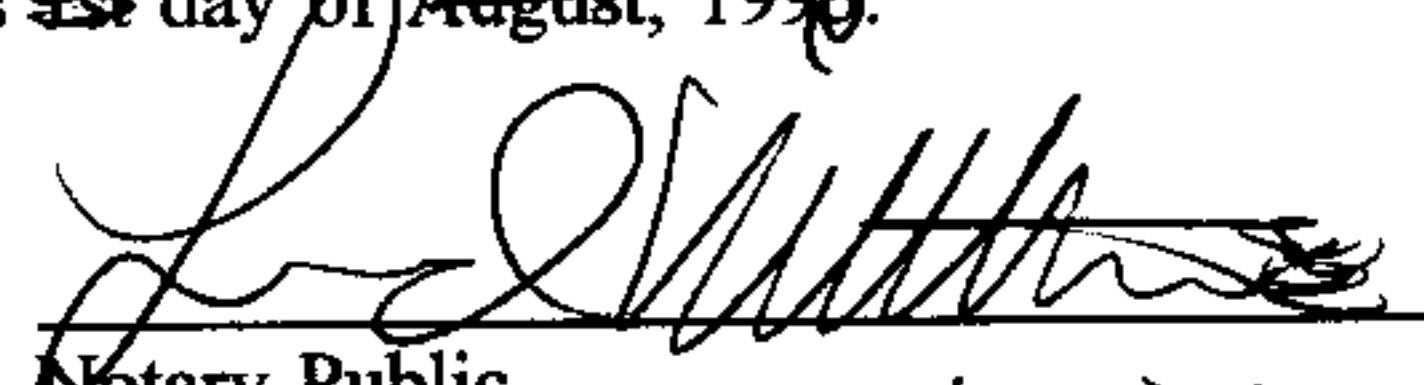
  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10-31-2000

STATE OF ALABAMA     )

SHELBY COUNTY         )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that DAVID ELWYN BEARDEN, Limited Partner of the 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 <sup>5th</sup> ~~1st~~ day of <sup>November</sup> ~~August~~, 1996.

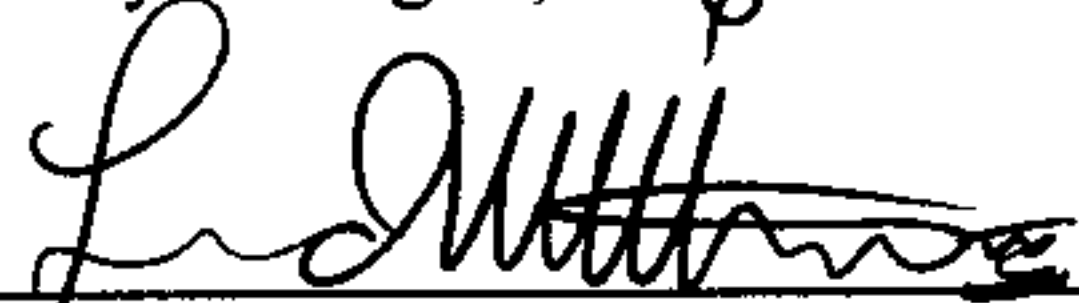
  
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Notary Public  
My Commission Expires: 10-31-2000

STATE OF ALABAMA     )

SHELBY COUNTY         )

I, the undersigned, a Notary Public in and for said County in said State, do hereby certify that SHIRLEY ANN B. GENRY, Limited Partner of the 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, she executed the same voluntarily for and as the act of said partnership.

Given under my hand and official seal this <sup>5th</sup> ~~1st~~ day of <sup>November</sup> ~~August~~, 199<sup>6</sup>

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10-31-2000

# AMENDED SCHEDULE "A"

## CAPITAL CONTRIBUTIONS AND PARTNERSHIP INTEREST

<u>NAME OF PARTNERS</u>	<u>CAPITAL CONTRIBUTIONS</u>	<u>PARTNERSHIP UNITS</u>
<u>General Partners:</u>		
Joel E. Bearden, Jr.	22,025.00	220
Robert E. Owens, Jr.	22,025.00	220
<u>Limited Partners:</u>		
Joel E. Bearden, Jr.	34,861.20	348.334
Robert E. Owens, Jr.	33,637.78	336.112
Shirley Ann B. Genry	41,872.32	418.334
David Elwyn Bearden	41,260.72	412.223
<u>Transferees:</u>		
Shirley Ann B. Genry	15,013.88	150
David Elwyn Bearden	15,013.88	150
Peggy A. Bearden	56,662.31	568.333
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	56,886.31	568.333
Linda Kathleen Handley	55,662.69	556.111
Larry Wayne Owens	55,662.69	556.111
Denise F. Owens	55,050.89	550
Claire N. Owens	55,050.89	550
Frances B. Lewis	56,886.31	568.333
David E. Lewis	55,050.89	550
Sherry L. Leeman	55,662.69	556.111
David Edward Lewis	56,662.69	556.111
Pamela L. Mears	55,662.69	556.111
Donald J. Leeman	55,050.89	550
Ralph W. Bearden	56,886.31	568.333
Monta Faye Bearden	56,886.31	568.333
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	56,886.31	568.333
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.	56,274.50	562.222
Cathy N. Bearden	55,050.89	550
Debby S. Bearden	55,050.89	550
Ginger B. Burns	56,274.50	562.222
James Larry Burns	55,050.89	550
Est. of Irene L. Bearden	21,023.00	210
<b>TOTAL</b>	<b>\$2,024,880.00</b>	<b>20,230</b>

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