

FIRST AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

THE FRED AND BRENDA FRIEDMAN FAMILY PARTNERSHIP, LTD.

30th THIS FIRST AMENDMENT to the Certificate of Limited Partnership is made and entered into as of the day of December, 1996, by and among Fred H. Friedman and Brenda C. Friedman (the "General Partners"), and Fred H. Friedman and Brenda C. Friedman (the "Limited Partners"). The General Partners and the Limited Partners are sometimes referred to collectively as the "Partners."

R E C I T A L S:

A. The Certificate of Limited Partnership (the "Certificate") of the Fred and Brenda Friedman Family Partnership, Ltd. (the "Partnership") was filed of record in the office of the Judge of Probate of Shelby County, Alabama in Volume 1996 at Page 4257 on December 30, 1996.

B. On December 30, 1996, the Limited Partners transferred a portion of their limited partnership interests in the Partnership to Leah S. Friedman and Jordan M. Friedman (the "Assignees").

C. In connection with the transfers described in Recital B above, the Assignees approved and adopted the Certificate and the Agreement of Limited Partnership of the Partnership.

D. The General Partners have unanimously approved the transfers described in Recital B above.

E. The Partners desire to execute this Amendment to evidence the transfers described in Recital B above.

NOW, THEREFORE, in consideration of the premises, the Partners hereby amend the Certificate as follows:

1. Partnership Interests: Exhibit "A" to the Certificate is hereby deleted and the Exhibit "A", which is attached to this Amendment, is hereby substituted in its place.

2. Full Force and Effect: Except as specifically hereby amended, the Certificate shall continue in full force and effect.

IN WITNESS WHEREOF, the Partners have set their hands as of the day and year first above written.

GENERAL PARTNERS:

Fred H. Friedman

FRED H. FRIEDMAN

Brenda C. Friedman

BRENDA C. FRIEDMAN

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LIMITED PARTNERS:

Leah S. Friedman
LEAH S. FRIEDMAN

Jordan M. Friedman
JORDAN M. FRIEDMAN

EXHIBIT "A"

Name and Address of Partner	Capital Contributions ¹	Percentage Interest
<u>GENERAL PARTNERS</u>		
Fred H. Friedman 301 Whisenhunt Road Chelsea, Alabama 35043	\$ 6,950	1%
Brenda C. Friedman 301 Whisenhunt Road Chelsea, Alabama 35043	<u>6,950</u>	<u>1%</u>
	<u>\$ 13,900</u>	<u>2%</u>
<u>LIMITED PARTNERS</u>		
Leah S. Friedman 301 Whisenhunt Road Chelsea, Alabama 35043	\$ 340,550	49%
Jordan M. Friedman 301 Whisenhunt Road Chelsea, Alabama 35043	<u>340,550</u>	<u>49%</u>
Total	<u>\$ 695,000</u>	<u>100%</u>

¹ The capital contributions set forth on this Exhibit "A" represent, in the aggregate, the Gross Asset Value of the real property described on Exhibit "B" attached hereto and situated in Shelby County, Alabama.

EXHIBIT "B"

The following described real property situated in
Shelby County, Alabama:

IN SECTION 2, TOWNSHIP 20 SOUTH, RANGE 1 WEST:

NW $\frac{1}{4}$ of NW $\frac{1}{4}$ of SE $\frac{1}{4}$;

NE $\frac{1}{4}$ of NW $\frac{1}{4}$ of SE $\frac{1}{4}$;

NE $\frac{1}{4}$ of SE $\frac{1}{4}$;

N $\frac{1}{2}$ of SE $\frac{1}{4}$ of SE $\frac{1}{4}$;

W $\frac{1}{2}$ of W $\frac{1}{2}$ of NE $\frac{1}{4}$;

The East 30 acres of SE $\frac{1}{4}$ of NE $\frac{1}{4}$;

The East 420.69 feet of the NE $\frac{1}{4}$ of NE $\frac{1}{4}$, containing 12.9
acres, more or less.

That portion of the E $\frac{1}{2}$ of W $\frac{1}{2}$ of NE $\frac{1}{4}$
lying North of Quinn Cemetery Road;

That portion of the West 10 acres of the NE $\frac{1}{4}$ of NE $\frac{1}{4}$ lying
North of Quinn Cemetery Road except such portion of said
West 10 acres heretofore conveyed to Randy Coleman and Wanda
Coleman north of the private road located in said West 10
acres.

Any portion lying south of the north line of Quinn Cemetery
Road of a strip of land adjacent to the E. D. Hudson Tract
(described in Deed Volume 131, Page 123, in the Probate
Office of Shelby County, Alabama) the west line of said
strip being the east line of said E. D. Hudson Tract, the
north line of said strip being 86.19 feet along the North
line of NE $\frac{1}{4}$ of NE $\frac{1}{4}$ of said Section 2, and the South line of
said strip being 85.56 feet along the South line of NE $\frac{1}{4}$ of
NE $\frac{1}{4}$ of said Section 2.

IN SECTION 1, TOWNSHIP 20 SOUTH, RANGE 1 WEST:

NW diagonal $\frac{1}{2}$ of SW $\frac{1}{4}$ of SW $\frac{1}{4}$;

SW $\frac{1}{4}$ of NW $\frac{1}{4}$;

NW $\frac{1}{4}$ of SW $\frac{1}{4}$

IN SECTION 35, TOWNSHIP 19 SOUTH, RANGE 1 WEST:

The S $\frac{1}{2}$ of the SE $\frac{1}{4}$.

PARTIALLY IN SECTION 35, TOWNSHIP 19 SOUTH, RANGE 1 WEST,
AND PARTIALLY IN SECTION 2, TOWNSHIP 20 SOUTH, RANGE 1 WEST:

A parcel of land lying partially in the SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ of
Section 35, Township 19 South, Range 1 West, and partially
in the NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ of Section 2, Township 20 South, Range
1 West, being more particularly described as follows:

Beginning at the SE corner of the said SE $\frac{1}{4}$ of the SW $\frac{1}{4}$
section, also being the NE corner of the said NE $\frac{1}{4}$ of the NW $\frac{1}{4}$
section; run thence south along the east line of the said
NE $\frac{1}{4}$ of the NW $\frac{1}{4}$ section, a distance of 530 feet to a point in
the center line of the Shelby County gravel road; thence
northwesterly along the center line of said gravel road a
distance of 520 feet more or less; thence north and parallel
with the east lines of the two aforementioned $\frac{1}{4}$ - $\frac{1}{4}$ sections a
distance of 380 feet; thence east and parallel with the
common line between the two said $\frac{1}{4}$ - $\frac{1}{4}$ sections a distance of
450 feet to the intersection with the east line of the said
SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ section; thence south along the east line of
the said SE $\frac{1}{4}$ of the SW $\frac{1}{4}$ section a distance of 110 feet to
the point of beginning.

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