

**FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF
NHS ASSOCIATES, L.L.C.**

THE UNDERSIGNED, JACK FIORELLA, III and J. FRANK BAREFIELD, JR., each a resident of the State of Alabama and INVESTMENT COMPANY OF THE SOUTH, L.L.C., an Alabama limited liability company (collectively the "Members") have executed this Amendment pursuant to §10-12-11(b)(4) Code of Alabama (1994).

R E C I T A L S:

A. The Members have organized NHS Associates, L.L.C. (the "Company") under Articles of Organization (the "Articles") dated as of August 29, 1995 and recorded in the Probate Records of Shelby County, Alabama as Instrument # 1995-23833.

B. The Members desire to amend the Articles, as hereafter provided, in order to restrict and limit the business purpose of the Company.

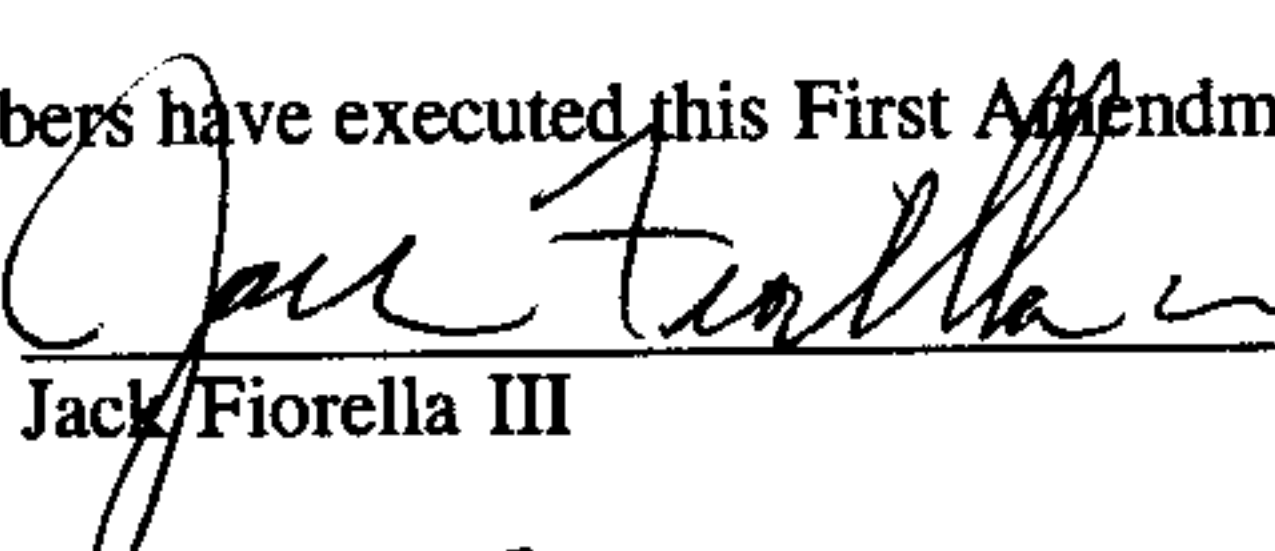
NOW, THEREFORE, in consideration of the premises recited above, the Members, intending to be legally bound, hereby amend the Articles as follows:

1. **COMPANY PURPOSES.** Paragraph 4 of the Articles is hereby amended and restated to read as follows:

"4. **COMPANY PURPOSE.** The Company has been organized for the purpose of acquiring, renovating, owning and operating a multi-family residential development in Jackson, Mississippi, located at 20 North Hill Parkway, generally known as North Hill Square. In that connection, the Company intends to register as a foreign limited liability company under the provisions of the Mississippi Limited Liability Company Act. Further, to ensure its status as a single purpose, single asset entity, the Company shall not (i) engage in any business other than owning and operating the Property, (ii) acquire or own material assets other than the Property and incidental personal property, (iii) maintain assets in a way difficult to segregate and identify, (iv) fail to hold itself out to the public as a separate legal entity from another or (v) fail to conduct business solely in its name."

2. **EFFECT OF AMENDMENT.** Except as hereby amended, the Articles shall remain in full force and effect.

IN WITNESS WHEREOF the Members have executed this First Amendment as of June 10th, 1997.



Jack Fiorella III



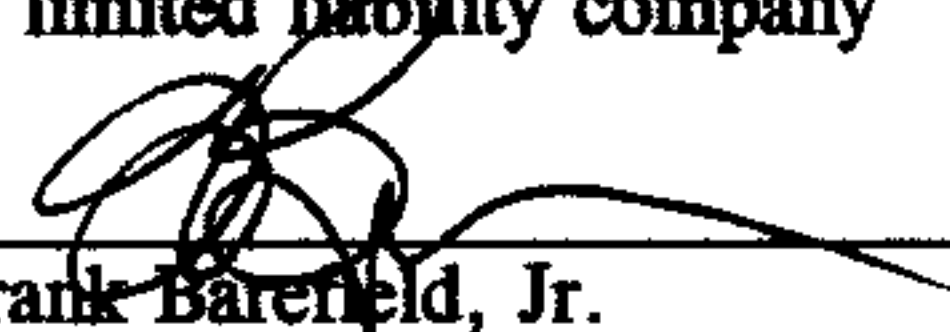
J. Frank Barefield, Jr.

06/12/1997-18506
09:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 15.00

Inst # 1997-18506

INVESTMENT COMPANY OF THE SOUTH, L.L.C.,
an Alabama limited liability company

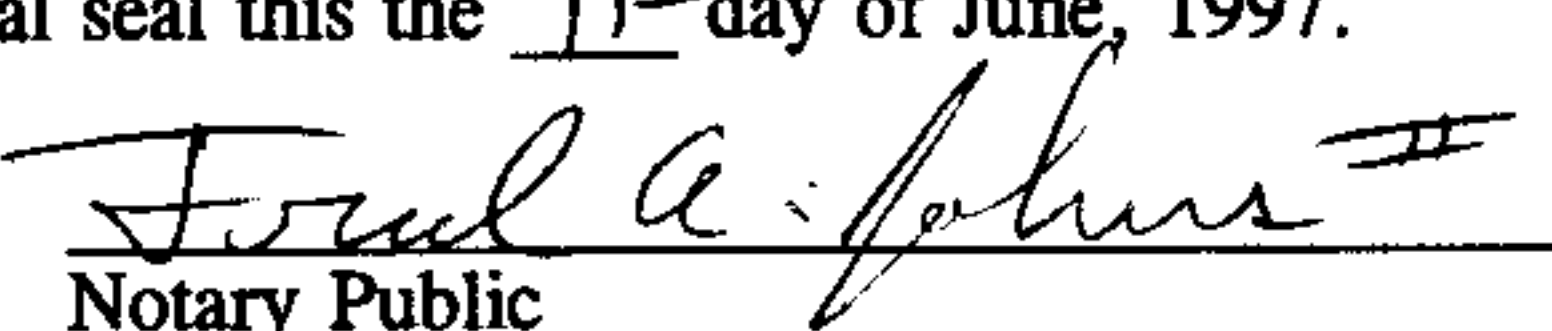
BY:


J. Frank Barefield, Jr.
Authorized Member

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Jack Fiorella III, whose name is signed to the foregoing First Amendment to Articles of Organization of NHS Associates, L.L.C., and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment, he executed the same voluntarily as of June 10th, 1997.

GIVEN under my hand and official seal this the 11th day of June, 1997.


Notary Public

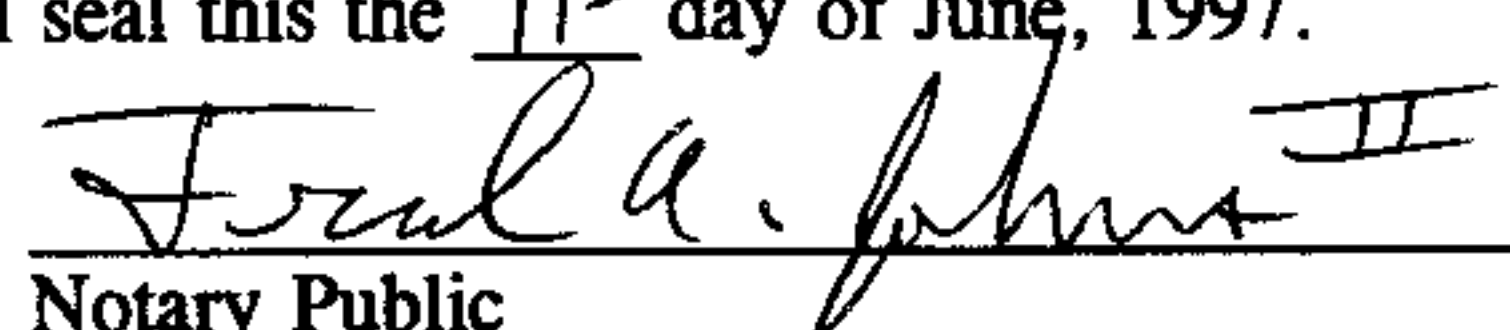
My Commission Expires:

Feb. 11th, 2001

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that J. Frank Barefield, Jr., whose name is signed to the foregoing First Amendment Articles of Organization of NHS Associates, L.L.C., and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment, he executed the same voluntarily as of June 10th, 1997.

GIVEN under my hand and official seal this the 11th day of June, 1997.


Notary Public

My Commission Expires:

Feb. 11th, 2001

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that J. Frank Barefield, Jr., whose name as Authorized Member of Investment Company of the South, L.L.C., an Alabama limited liability company, is signed to the

foregoing First Amendment to Articles of Organization of NHS Associates, L.L.C., and who is known to me, acknowledged before me on this day that, being informed of the contents of said Amendment he, in his capacity as such Authorized Member and with full authority, executed the same voluntarily for and as the act of said limited liability company as of June 11th, 1997.

GIVEN under my hand and official seal this the 11th day of June, 1997.

Frank A. Johnson
Notary Public

My Commission Expires:

Feb. 11th, 2001

Inst # 1997-18506

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