

STATE OF ALABAMA)

SHELBY COUNTY)

**FIFTH AMENDMENT TO
CERTIFICATE AND LIMITED PARTNERSHIP AGREEMENT**

The undersigned, desiring to amend the Certificate and Limited Partnership Agreement (the "Certificate") of CHELSEA FARM PARTNERSHIP, LTD. (the "Partnership"), dated as of July 30, 1993, and filed on August 5, 1993 in the Judge of Probate of Shelby County, Alabama, in Inst # 1993-23134, do hereby make, sign and file the following Fifth Amendment to the Certificate. Unless otherwise indicated, all capitalized terms shall have the meanings set forth in the Certificate.

1. The name of the Partnership is Chelsea Farm Partnership, Ltd.
2. The Partnership was organized as of July 30, 1993, pursuant to the Certificate described above which was filed on August 5, 1993.
3. On Feb. 16, 1998, Laurence D. Weygand transferred to Stacy Lynn Weygand, as Custodian for Scott Laurence Weygand under the Alabama Uniform Transfers to Minors Act a two and one half percent (2½%) limited partnership interest in the Partnership. Also on Feb. 16, 1998, Laurence D. Weygand transferred to Stacy Lynn Weygand a two and one half percent (2½%) limited partnership interest in the Partnership.
4. The Certificate is hereby amended by deleting Section 2.02 thereof in its entirety and substituting in lieu thereof the following:

Section 2.02 - Partnership Interests

In consideration of their capital contributions, the Partners shall have the following percentage interests in the Partnership (individually a "Percentage Interest" and jointly the "Percentage Interests"):

<u>General Partner</u>	<u>Percentage Ownership</u>
Laurence D. Weygand	1.00%
<u>Limited Partners</u>	
Laurence D. Weygand	43.00%
Stacy Lynn Weygand, as custodian for Scott Laurence Weygand under the Alabama Uniform Transfers to Minors Act	28.00%

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SHELBY COUNTY JUDGE OF PROBATE
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Inst # 1998-05666

Stacy Lynn Weygand

28.00%

TOTAL

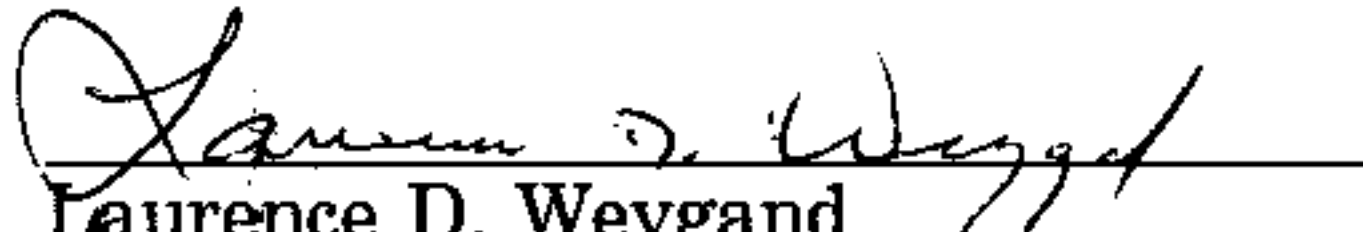
100.00%

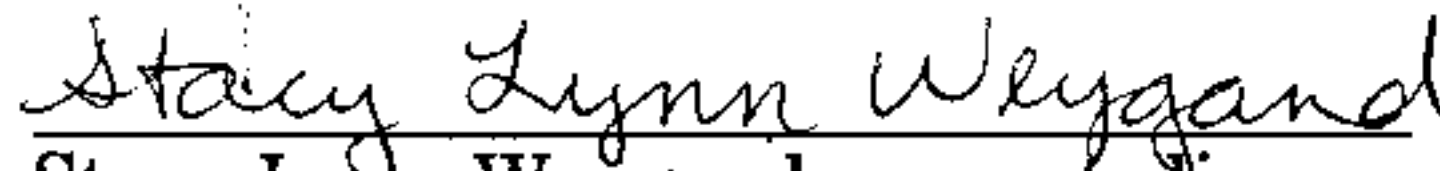
5. Pursuant to Alabama Code Section 10-9A-140(3)(b), all of the Partners of the Partnership hereby agree to continue the business of the Partnership without any lapse or termination.

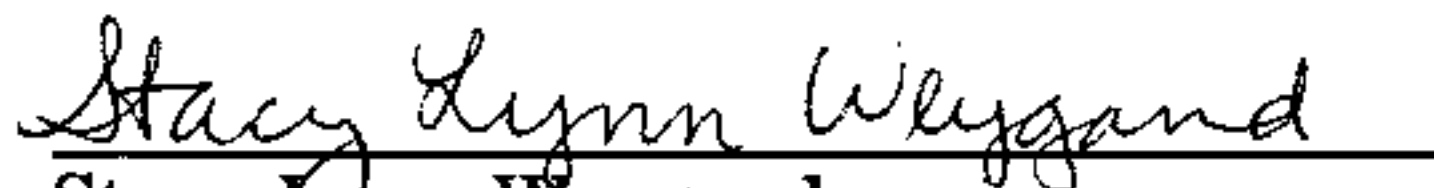
6. The Partners hereby confirm, ratify and approve the terms and provisions of the Certificate, including all previous amendments thereto.

7. Except as otherwise provided herein and to the extent not inconsistent herewith, the terms and conditions of the Certificate are hereby continued, reaffirmed and readopted by all of the Partners without interruption and termination.

IN WITNESS WHEREOF, the undersigned have caused this Fifth Amendment to Certificate and Limited Partnership Agreement to be executed as of the date first written above.


Laurence D. Weygand


Stacy Lynn Weygand, as custodian
for Scott Laurence Weygand under
the Alabama Uniform Transfers to
Minors Act



Stacy Lynn Weygand

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Laurence D. Weygand, whose name is signed to the foregoing Fifth Amendment to Certificate and Limited Partnership Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, he executed the same voluntarily on the day the same bears date.

Given under my hand this 16th day of February, 1998.

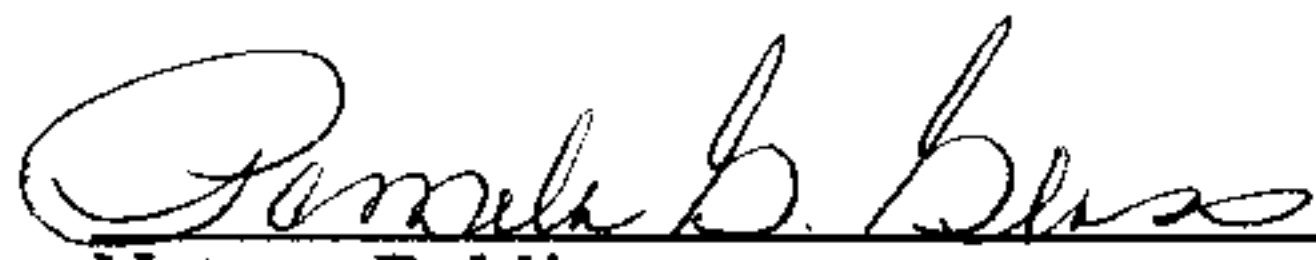

Notary Public
My Commission Expires: 5-17-2001

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Stacy Lynn Weygand, whose name, as custodian for Scott Laurence Weygand under the Alabama Uniform Transfers to Minors Act, is signed to the foregoing Fifth Amendment to Certificate and Limited Partnership Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, she executed the same voluntarily on the day the same bears date.

Given under my hand this 16th day of February, 1998.


Notary Public
My Commission Expires: 5-17-2001

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Stacy Lynn Weygand, whose name is signed to the foregoing Fifth Amendment to Certificate and Limited Partnership Agreement, and who is known to me, acknowledged before me on this day that, being informed of the contents of the document, she executed the same voluntarily on the day the same bears date.

Given under my hand this 16th day of February, 1998.



Notary Public

My Commission Expires: 5-17-2001

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