

FIRST AMENDMENT TO ARTICLES OF ORGANIZATION OF
COUNTRY WOODS APARTMENTS, L.L.C.

THE UNDERSIGNED, JACK FIORELLA, III, PEGGY FIORELLA AND JACK FIORELLA, JR., each a resident of the State of Alabama and FIORELLA FAMILY PARTNERSHIP, LTD., an Alabama limited partnership, (collectively, the "Members") of Country Woods Apartments, L.L.C., an Alabama limited liability company (the "Company"), organized and existing under the Articles of Organization (the "Articles") dated as of December 6, 1995 and recorded in the Probate Records of Shelby County, Alabama, as Instrument #1995-35189 have executed this amendment pursuant to §10-12-11(b)(4), *et seq.*, Code of Alabama (1994).

The Members intending to be legally bound, hereby amend the Articles as follows:

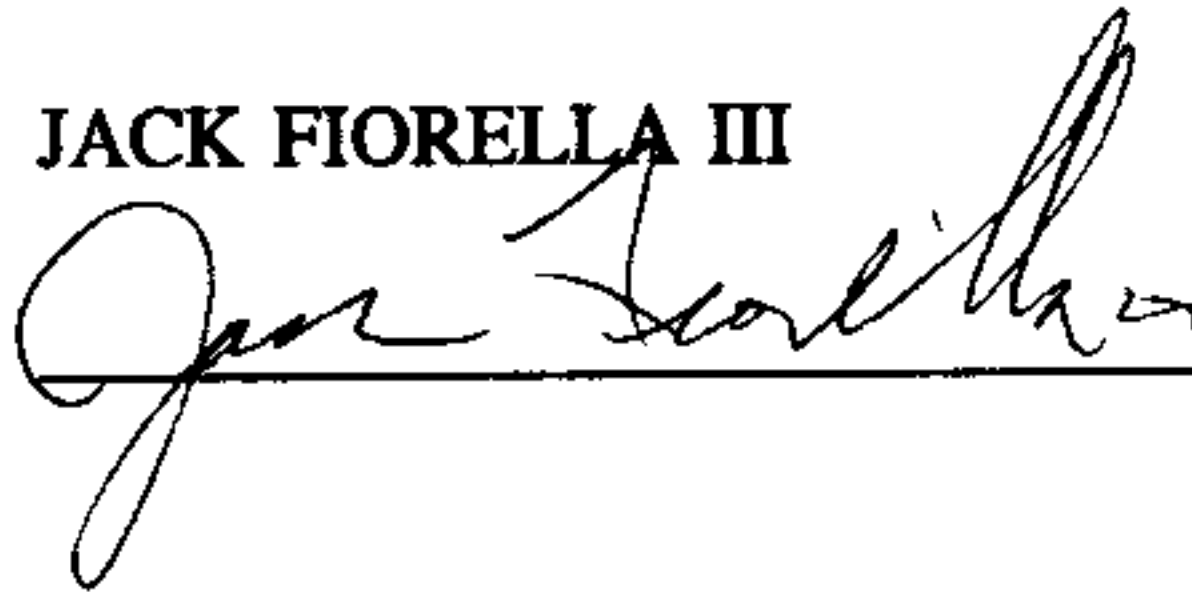
1. COMPANY PURPOSES. Paragraph 5 of the Articles is hereby deleted in its entirety and replaced with the following:

"5. ADDITIONAL RIGHTS. The Company shall also have the right to engage in any other business which may be undertaken by a limited liability company formed and existing under the Act, including, but not limited to the acquisition of other real estate in exchange for the Property, and the formation of limited liability companies, joint ventures and other entities, with third parties, for purposes of acquiring, owning and operating real property and improvements."

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 March 11, 1998.

JACK FIORELLA III



PEGGY FIORELLA

By:



Jack Fiorella III, as Agent under
Durable General Power of Attorney,
dated June 4, 1997

Inst # 1998-09536
03/18/1998-09536
02:53 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
ROE MCB 15.00

Inst # 1998-09536

JACK FIORELLA, JR.

By: 

Jack Fiorella III, as Agent under
Durable General Power of Attorney,
dated June 4, 1997

FIORELLA FAMILY PARTNERSHIP, LTD., an
Alabama limited partnership

By: 

Jack Fiorella III
Its General Partner

Inst # 1998-09536

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