

STATE OF ALABAMA)

SHELBY COUNTY)

**FIRST AMENDMENT TO THE LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
STILLMEADOW FARM, LTD.**

Inst # 1998-15619

Pursuant to Sections 10-9A-21 and 10-9A-40 of the Code of Alabama, this First Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Stillmeadow Farm, Ltd., is made as of the 27th day of April, 1998, by Walter D. Dickson, the sole general partner of the Partnership (the "General Partner"), in his capacity as General Partner and as attorney-in-fact for each of the Limited Partners.

RECITALS

The Partnership was formed by the General Partner and Limited Partners pursuant to the Partnership Agreement and Certificate of Limited Partnership dated December 26, 1992, which was filed in the Office of the Judge of Probate of Shelby County, Alabama, in Real Volume 1992, Page 31668 on December 30, 1992. The General Partner desires, in his capacity as the General Partner, and as attorney-in-fact for each of the Limited Partners pursuant to the Partnership Agreement and Certificate of Limited Partnership, to amend the Partnership Agreement and Certificate of Limited Partnership as set forth herein below.

NOW THEREFORE, the General Partner, in its capacity as the General Partner and as attorney-in-fact for each of the Limited Partners, does hereby amend the Partnership Agreement and Certificate of Limited Partnership, as follows:

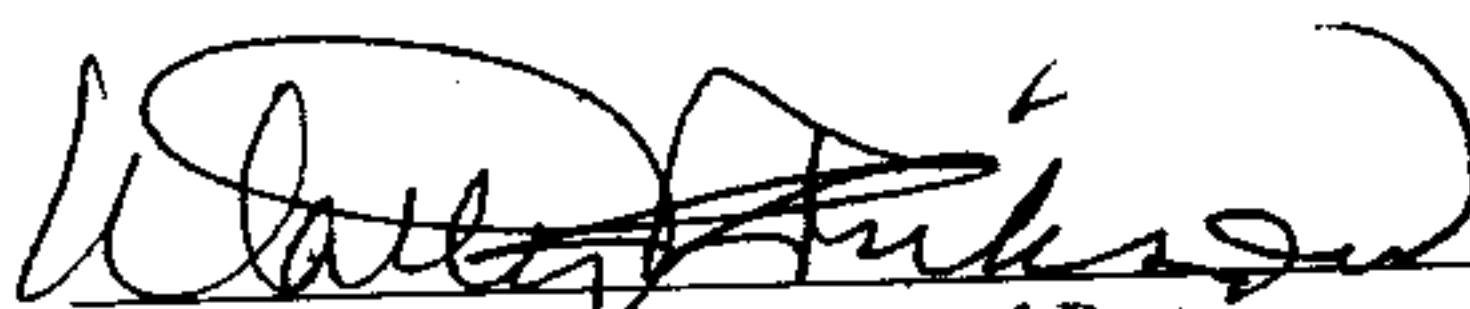
1. Name. The name of the Limited Partnership is Stillmeadow Farm, Ltd.
2. Date of Filing of Certificate of Limited Partnership. The Certificate of Limited Partnership of Stillmeadow Farm, Ltd. was filed for record in the Office of the Judge of Probate of Shelby County, Alabama on December 30, 1992.
3. Amendments. The current ownership interest of the Partners and the description of the property that has been contributed by the Partners as of April 27, 1998 is set forth on Schedule A.

IN WITNESS WHEREOF, the undersigned constituting the General Partner and as attorney-in-fact for the Limited Partners of Stillmeadow Farm, Ltd., a limited partnership, do hereby execute this Certificate of Amendment to the Certificate of Limited Partnership of Stillmeadow Farm, Ltd., on this 27th day of April, 1998.

04/30/1998-15619
11:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

Business Address:

5440 Dickson Court
Birmingham, Alabama 35242

A handwritten signature in black ink, appearing to read 'Walter D. Dickson', written over a horizontal line.

Walter D. Dickson - General Partner

SCHEDULE A

NAME	TYPE OF INTEREST	CAPITAL CONTRIBUTION	PERCENTAGE INTEREST
Walter D. Dickson	General Partner	cash real estate	10 GPUs
Walter D. Dickson	Limited Partner	cash real estate	186 LPUs
Debra Jane Fishburne	Limited Partner	cash real estate	268 LPUs
Carolyn Ann Dickson	Limited Partner	cash real estate	268 LPUs
Walter David Dickson, Jr.	Limited Partner	cash real estate	268 LPUs

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04/30/1998-15619
11:45 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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