

CERTIFICATE OF MERGER

TO THE SECRETARY OF STATE
OF THE STATE OF ALABAMA:

Pursuant to the Alabama Code §§10-12-55 (1994) and 10-8A-907 (1998 Cum. Supp.), the undersigned hereby certifies as follows:

1. The names, state of organization, and date of formation of each of the constituent entities of the merger are as follows:

NAME

NHS ASSOCIATES, L.L.C.

Shelby County, Alabama
organized August 29, 1995

LIMESTONE RANCH, LLP

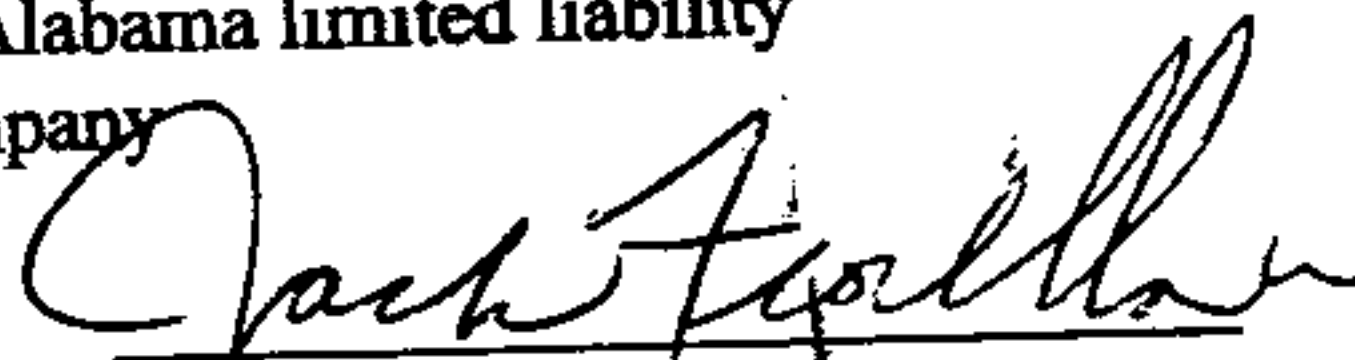
Jefferson County, Alabama
organized February 18, 1999

2. The name of the surviving business entity in the merger is Limestone Ranch, LLP.
3. The executed Agreement of Merger is on file at the principal place of business of the surviving limited liability partnership at 1950 Stonegate Drive, Suite 250, Birmingham, Alabama 35242.
4. A copy of such Agreement of Merger will be furnished on request and without cost to any partner or member of either party to the merger.
5. The merger was duly approved by all of the members of NHS Associates, L.L.C. and all of the partners of Limestone Ranch, LLP.
6. The merger shall be effective upon the filing of this Certificate of Merger in the Office of the Secretary of State.

Dated as of February 22, 1999.

NHS ASSOCIATES, L.L.C.,
an Alabama limited liability
company

By:


Jack Fiorella III
Its Authorized Member

Inst # 1999-07677

02/24/1999-07677
10:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 SNA 25.00

**LIMESTONE RANCH, LLP, an Alabama
limited liability partnership**

By: 

**Jack Fiorella III
Its Authorized Partner**

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Inst # 1999-07677

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10:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on 02-22-99

DATE 02-22-99


Secretary of State