

STATEMENT OF REGISTRATION

THIS STATEMENT is to be filed with the Judge of Probate in Shelby County, Alabama and with the Alabama Secretary of State, in order to effect the registration of a Registered Limited Liability Partnership pursuant to the Alabama Uniform Partnership Act (1996) (the "Revised Act").

1. Name of Registered Partnership. The name of the Registered Limited Liability Partnership is **JRG INVESTMENTS, LLP**

2. Principal Office. The street and mailing address of the Partnership's principal office is:

162 Cahaba Valley Road
Pelham, Alabama 35124

3. Partnership Business. The principal business and purpose of the Partnership is to serve as a member of The Ledges of Huntsville Investment Group, L.L.C., an Alabama limited liability company (the "Investment Group") and to provide Letters of Credit in connection with that certain Credit and Security Agreement dated July 8, 1998 by and between The Ledges of Huntsville Investment Group, L.L.C., an Alabama limited liability company.

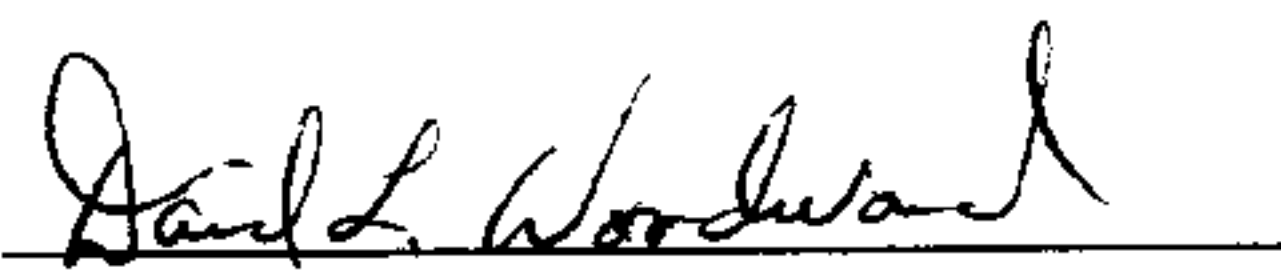
4. Registration Under Act. The Partnership hereby registers as a Registered Limited Liability Partnership, pursuant to the Revised Act, effective as of the 8th day of July, 1998

IN WITNESS WHEREOF, the undersigned, who constitute a majority in interest of the Partners of the Partnership, and who are duly authorized to execute this Statement, have executed this Registration as of the 8th day of July, 1998.

PARTNERS:


JOHN MCGEEVER


EUGENE W. BLUEMLY, JR.


DAVID L. WOODWARD

F:\Users\DBR\LEDGES\Statement of Registration - LLP.wpd

04/02/1999-14059
03:04 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 HWS 80.00

Inst # 1999-14059