

STATE OF ALABAMA     )  
SHELBY COUNTY        )

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF BH HOLDINGS, L.L.C.**

Pursuant to the provisions of §10-12-11 of the Code of Alabama, the undersigned adopt the following Articles of Amendment to its Articles of Organization.

First: The name of the limited liability company is BH Holdings, L.L.C. (the "Company").

Second: The Articles of Organization of the Company were filed in the office of the Judge of Probate of Shelby County on July 28, 1999, Instrument No. 1999-31554.

Third: The following amendment to the Articles of Organization was approved by all of the Members in the manner prescribed by the Alabama Limited Liability Company Act:

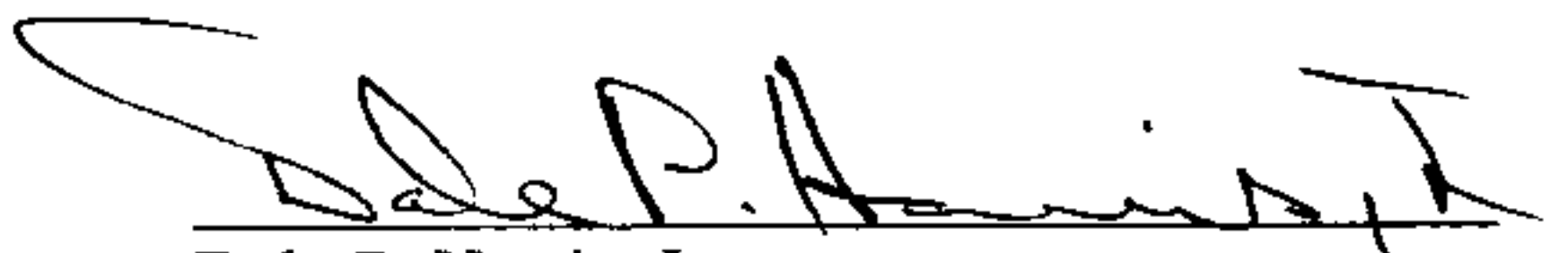
Article VIII of the Articles of Organization is hereby deleted and the following new Article VIII is substituted in lieu thereof:

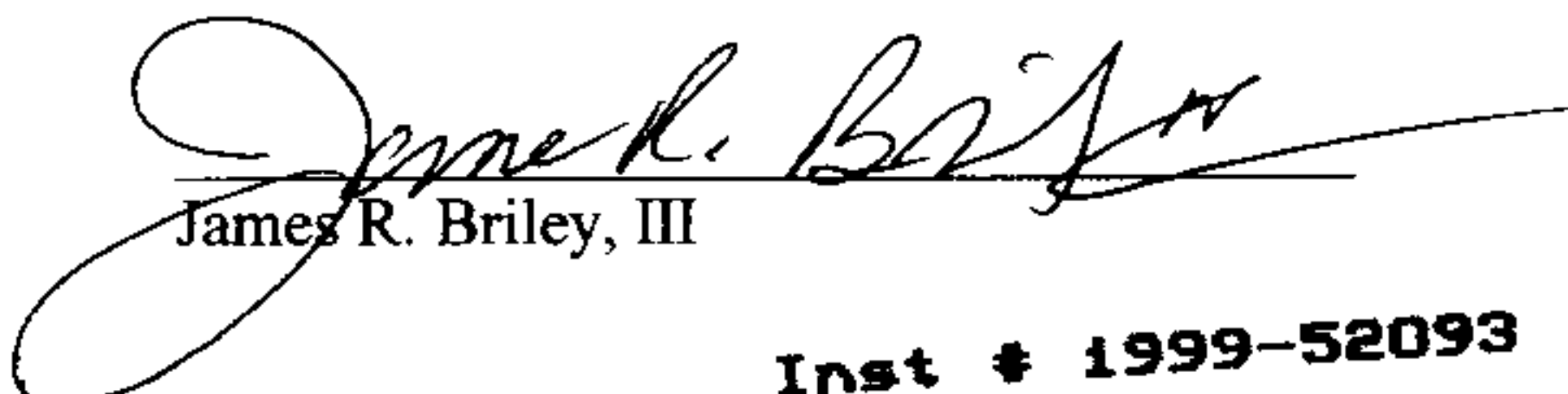
The Company shall be managed by a manager or managers. The name and mailing address of the manager who is to serve as manager until his successor is duly elected and qualified is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Dale P. Harris, Jr.	101 Shady Hills Circle Calera, Alabama 35040

Fourth: The foregoing amendment was unanimously approved by all of the Members of the Company.

IN WITNESS WHEREOF, all of the Members of the Company have hereunto executed this Amendment on the 17 day of December, 1999.

  
Dale P. Harris, Jr.

  
James R. Briley, III

This instrument prepared by:  
Peter E. Barber, Esq.  
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12/28/1999-52093  
02:40 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
001 CJ1 15.00