

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
SOUTHLAKE REALTY, INC., AN ALABAMA CORPORATION**

TO: Honorable Patricia Yeager Fuhrmeister, Judge of Probate
Shelby County, Alabama.

Inst # 2000-35633

10/12/2000-35633
10:23 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HMB 15.00

Pursuant to *Code of Alabama, 1975, Section 10-2A-110 et seq.*,

Southlake Realty, Inc., an Alabama Corporation incorporated in Shelby County on the
1st day of October, 1998, adopts the following amendment(s) to its Articles of
Incorporation:

1. The Amendment(s) to the Articles of Incorporation, adopted by the
shareholders pursuant to Code of Alabama, 1975, Section 10-2A-111, on the
1st day of April, 2000, were as follows:

- a) Article 5: Incorporators, Directors and Officers.
"The names and addresses of the Directors chosen for the current fiscal
year, and every year thereafter until amended, are as follows:

Preston Fussell	2108 Christina Cove Hoover, AL 35244
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Jane Fussell	2108 Christina Cove Hoover, AL 35244
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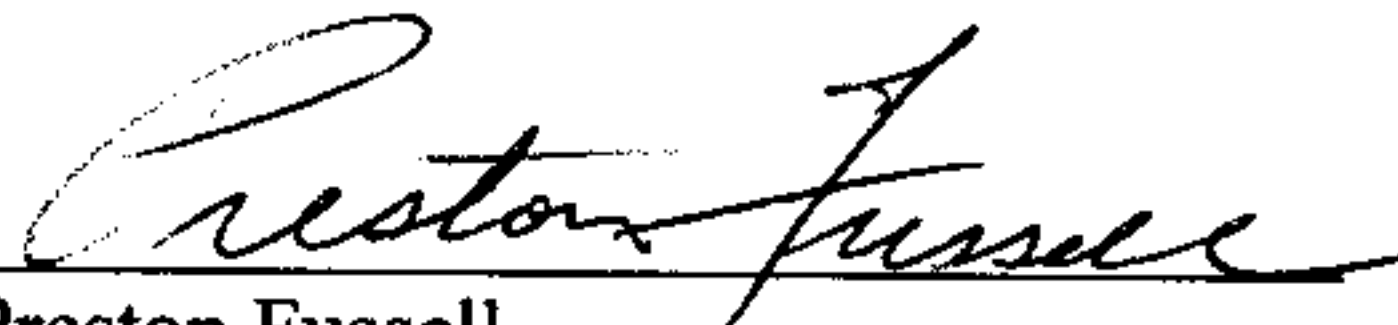
The names and addresses of the Officers chosen for the current fiscal year,
and every year thereafter until amended, are as follows:

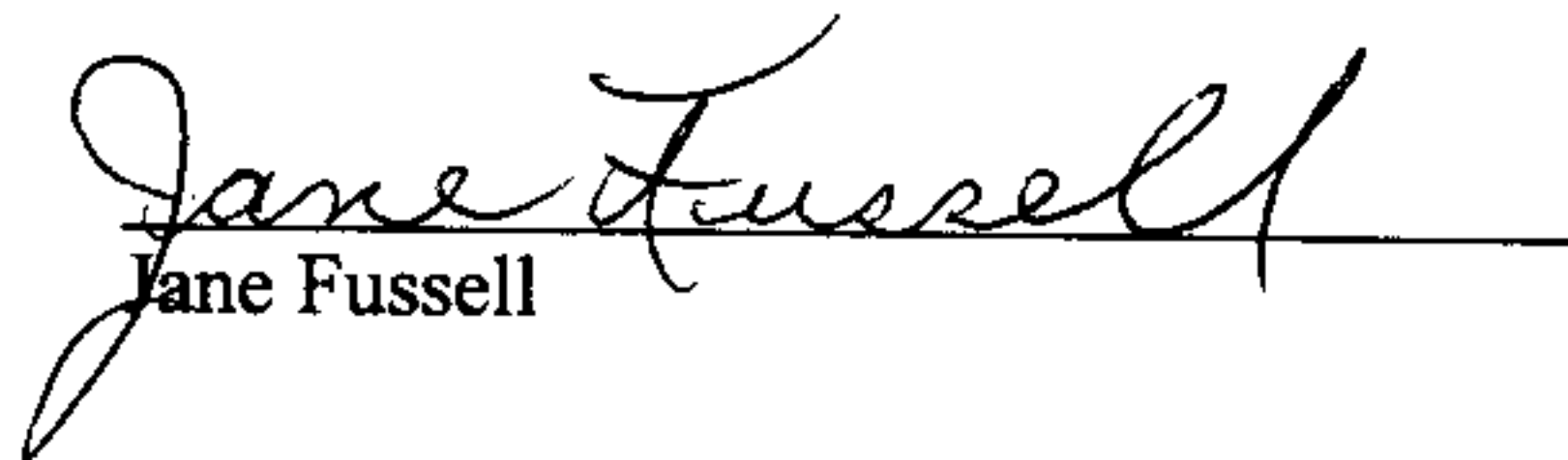
Preston Fussell	President	2108 Christina Cove Hoover, AL 35244
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Jane Fussell	Vice President	2108 Christina Cove Hoover, AL 35244"
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3. The number of shares outstanding and eligible to vote are: 100. The number of shares voting in favor of the Articles of Amendment were 100. The number of shares voting against were zero (0).
4. Except as hereinabove otherwise expressly provided, the original Articles of Incorporation (and all prior amendments thereto) shall remain unchanged and in full force and effect.

DATED this 20th day of April, 2000, at Hoover, Alabama, witness the signatures of Preston Fussell, Chairman, and Jane Fussell, Secretary.


Preston Fussell


Jane Fussell

THIS INSTRUMENT PREPARED BY:

Kevin K. Hays
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100 Concourse Parkway, Suite 101
Birmingham, AL 35244

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