

STATE OF ALABAMA)
COUNTY OF SHELBY)

**AMENDMENT TO PARTNERSHIP AGREEMENT OF ALLEN AND EUBANKS, AN
ALABAMA GENERAL PARTNERSHIP**

COME NOW Micheal S. Allen and Michael A. Eubanks, both being General Partners of Allen and Eubanks, an Alabama General Partnership, which was formed by written agreement on July 14, 1995, with said Partnership Agreement being recorded in the office of the Probate Judge, Shelby County, Alabama, at Instrument # 1995-23338; and pursuant to Article XI of said Partnership Agreement, said partners, who each own fifty percent (50%) of said partnership interest, for and in consideration of the mutual covenants stated within the body of the original Partnership Agreement, and the mutual exchange of other good and valuable consideration, do hereby agree to amend said Partnership Agreement, as follows:

Said partners do hereby create a wholly owned subsidiary of Allen and Eubanks, an Alabama General Partnership, which shall operate as "**M & M Properties**", for the purpose of undertaking any and all business activities stated within the original recorded Partnership Agreement, and to further carry on such business activities as are authorized by the Alabama Uniform Partnership Act (1996). Furthermore, said partners do hereby fully adopt and incorporate the Alabama Uniform Partnership Act (1996), as set forth in Alabama Code Section 10-8A-101 (1975), et seq., as amended, into the Partnership Agreement. Consequently, any and all references within the body of the original Partnership Agreement to the Alabama Partnership Act shall be stricken, and such references shall be construed as references to the Alabama Uniform Partnership Act (1996), as amended.

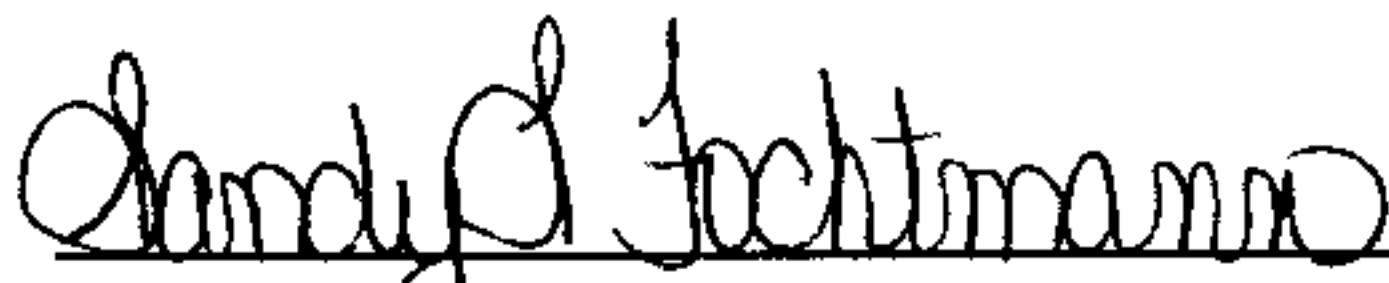
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All other provisions of the original recorded Partnership Agreement shall remain in full force and effect, subject only to the severability clause contained within Alabama Code Section 10-8A-1103 (1979), as amended.

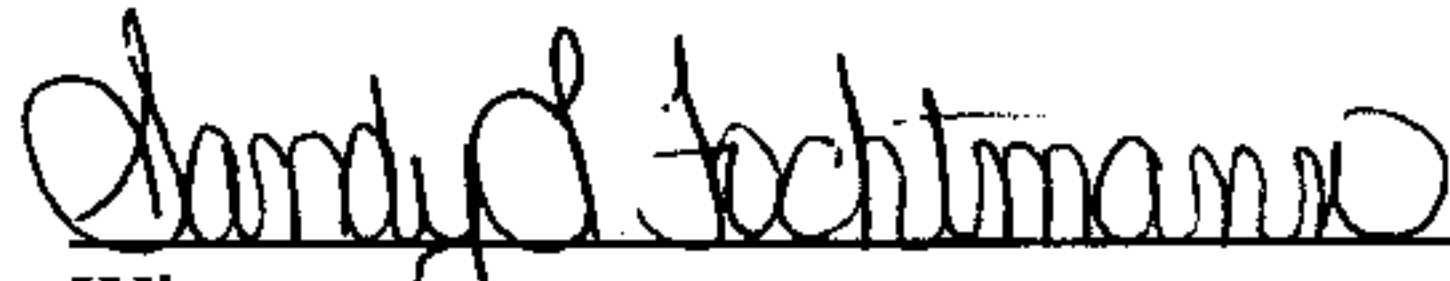
This Amendment is entered into upon the 2nd day of November, 2000 by the undersigned General Partners of Allen and Eubanks, an Alabama General Partnership, each of whom maintain fifty percent (50%) of the interest in said Partnership.



Witness



Micheal S. Allen, Partner



Witness



Michael A. Eubanks, Partner

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