

**AMENDMENT TO THE
ARTICLES OF ORGANIZATION OF
HIGHER GROUNDS, L.L.C.**

Pursuant to the Provisions of CODE OF ALABAMA § 10-12-11 (1975), the undersigned hereby adopt the following Amendment to the Articles of Organization of Higher Grounds, L.L.C. The original Articles of Organization were filed with the Shelby County Judge of Probate on January 24, 2001.

AMENDMENT TO ARTICLE V

Initial Members and Organizers

Article V of the Articles of Organization of Higher Grounds, L.L.C., listing the Initial Members and Organizers, shall be amended to remove the following member:

Harry N. Pearson, Jr.
262 Clairmont Road
Sterrett, Alabama 35147

As a result of this Amendment, the only remaining member of Higher Grounds, L.L.C. is:

David R. Carothers
8228 Wynwood Drive
Helena, Alabama 35080

ALL OTHER ARTICLES REMAIN THE SAME

This Amendment only amends the provisions of Article V, Initial Members and Organizers.

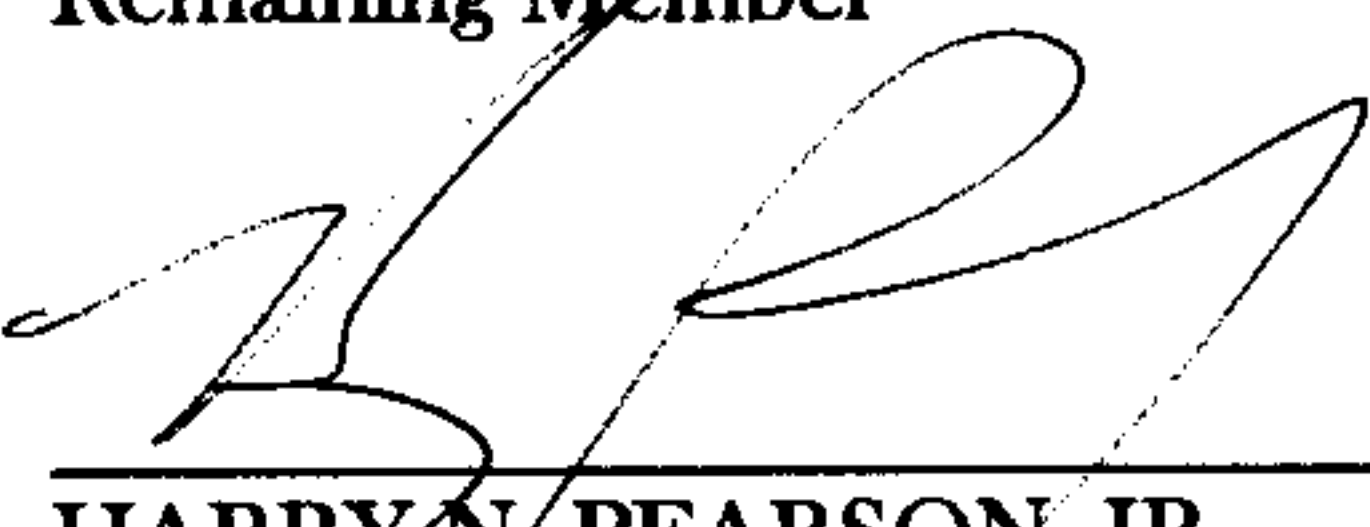
This Amendment does not alter or affect the provisions of Article I, Name of Limited Liability Company; Article II, Period of Duration; Article III, Statement

of Purpose; Article IV, Registered Office and Registered Agent; Article VI, Member Management; Article VII, Admission of Additional Members; and Article VIII, Cessation of Membership. Each of these Articles shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, this Amendment to the Articles of Organization of Higher Grounds, L.L.C. has been subscribed as of the 8th day of April, 2001, by the undersigned members, who affirm that the statements made herein are true under the penalties of perjury.



DAVID R. CAROTHERS
Remaining Member



HARRY N. PEARSON, JR.
Resigning Member
(Signing to approve his resignation)

DOCUMENT PREPARED
BY:

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