

State of Alabama
Domestic Limited Liability Company

Articles of Amendment of Erwin Brothers, LLC
Enacted January 6, 2005

The undersigned, acting pursuant to 10-11-12 of the Alabama Limited Liability Company Act, as last amended, hereby adopt the following Articles of Amendment:

FIRST: The name of the Limited Liability Company is: Erwin Brothers, LLC.

SECOND: The date of filing of the Articles of Organization: March 3, 2002.

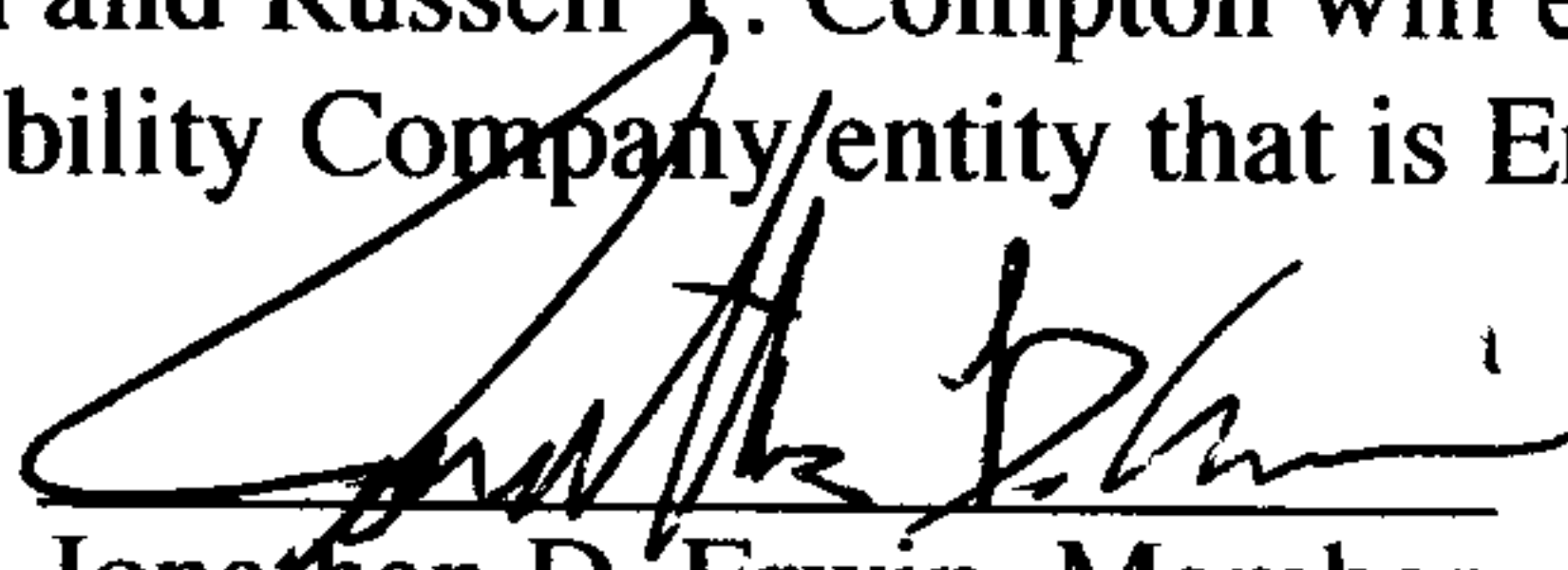
THIRD: The following amendment was adopted in the manner provided for by the Alabama Limited Liability Act.

Two additional members will be admitted as members of the Limited Liability Company, with both of these two additional members owning 15% (fifteen) of the Limited Liability Company each, respectively. The names and addresses of the additional members of the Limited Liability Company are:

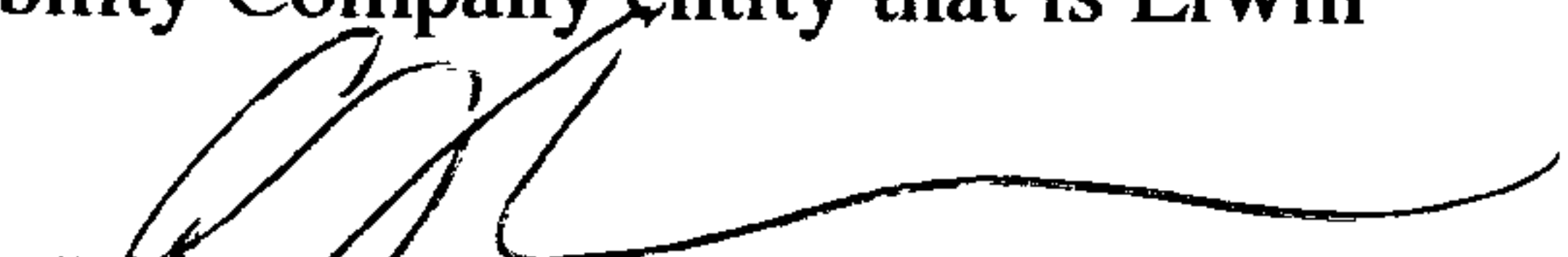
NAME	ADDRESS
Jackson Helms Smith	185 County Road 111 Montevallo, AL 35115
Russell Thomas Compton	110 Clearview Road Helena, AL 35080

FOURTH: Fulfillment of the Articles of Organization additional member requirements:

I, Jonathan D. Erwin, hereby authorize Jackson H. Smith and Russell T. Compton to be admitted to the Limited Liability Company of Erwin Brothers LLC. I give my written consent as described in the aforementioned Limited Liability Company's Articles of Organization, and acknowledge that both Jackson H. Smith and Russell T. Compton will each own 15% (fifteen) percent, respectively, of the Limited Liability Company/entity that is Erwin Brothers, LLC.


Jonathan D. Erwin, Member

I, Andrew D. Erwin, hereby authorize Jackson H. Smith and Russell T. Compton to be admitted to the Limited Liability Company of Erwin Brothers LLC. I give my written consent as described in the aforementioned Limited Liability Company's Articles of Organization, and acknowledge that both Jackson H. Smith and Russell T. Compton will each own 15% (fifteen) percent, respectively, of the Limited Liability Company entity that is Erwin Brothers, LLC.


Andrew D. Erwin, Member

FIFTH: The current and newly revised ownership percentages are now established as the following:

Jonathan D. Erwin – 35%

Andrew D. Erwin – 35%

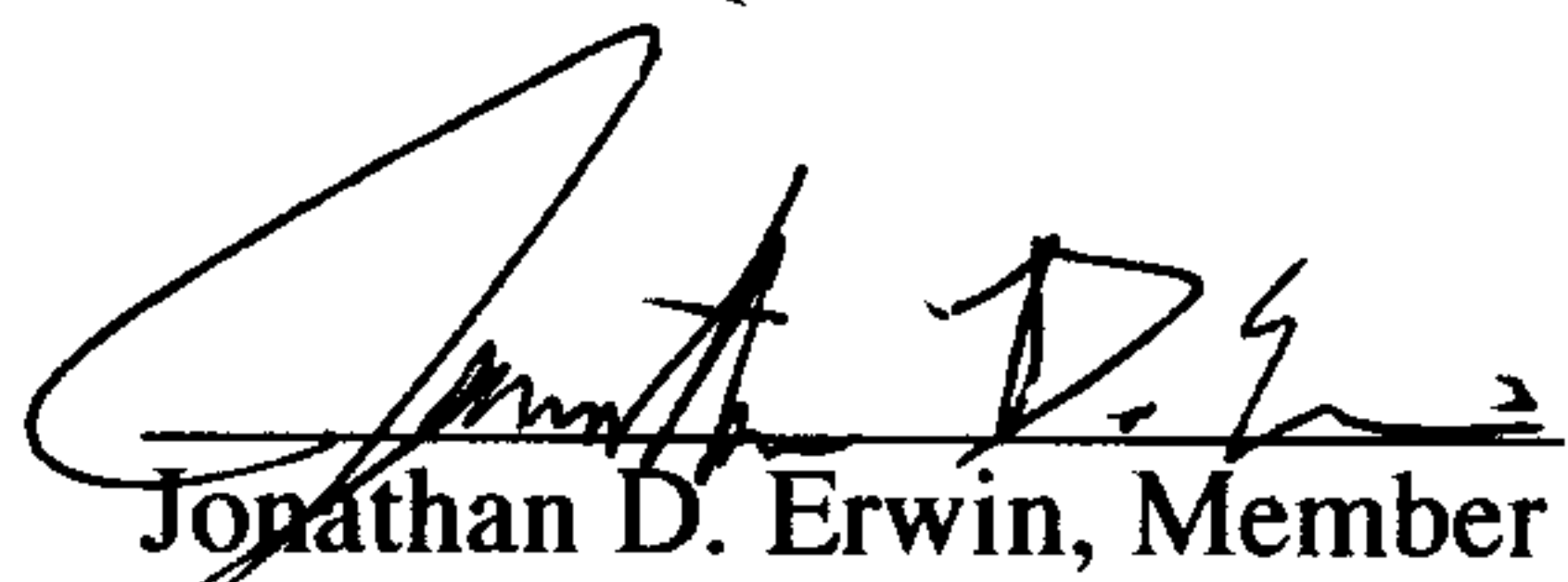
Jackson H. Smith – 15%

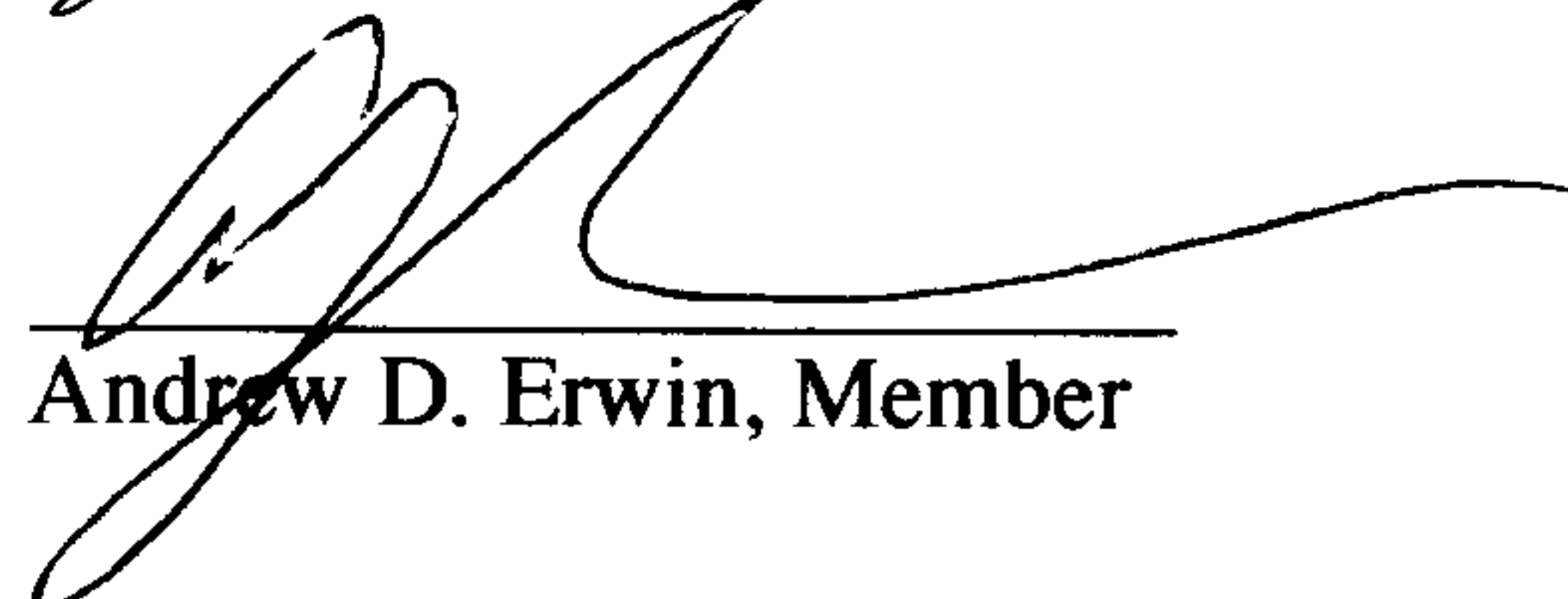
Russell T. Compton – 15%

SIXTH: The amendment, consistent with the Limited Liability Company Act, was approved by a majority vote of the members entitled to vote or in accordance with the requirements set forth in the Articles of Organization and prescribed by law.

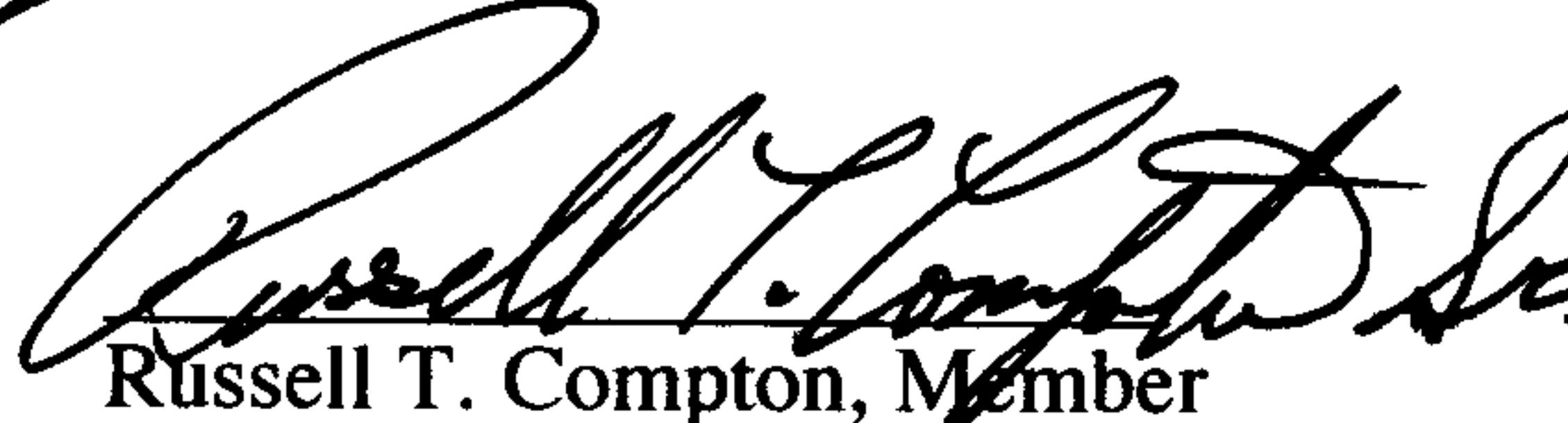
IN WITNESS WHEREOF, the undersigned, acting as the initial and additional Members of the Company, have executed these Articles of Amendment as of this 6 day of

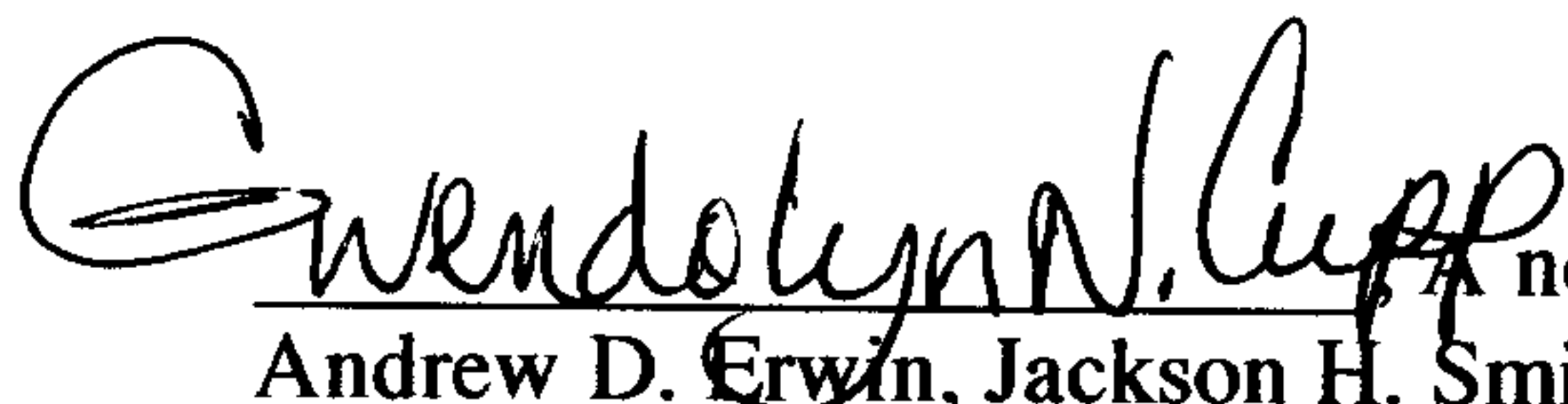
January, 2005.


Jonathan D. Erwin, Member


Andrew D. Erwin, Member

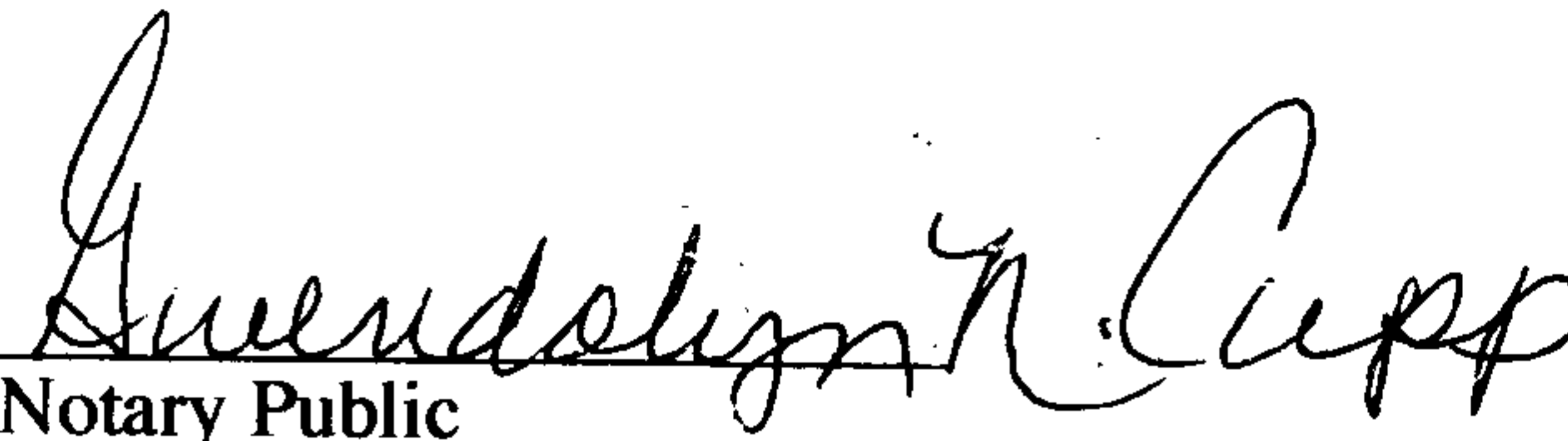

Jackson H. Smith, Member


Russell T. Compton, Member



A notary public, hereby certifies that Jonathan D. Erwin, Andrew D. Erwin, Jackson H. Smith and Russell T. Compton, whose names are signed to the foregoing Articles of Amendment, and whom is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Amendment, they executed the same voluntarily on the day the same bears date.

Given under my official hand and seal as of this 6 day of January, 2005.


Notary Public

My Commission Expires: _____ MY COMMISSION EXPIRES JULY 30, 2005

Date: January 6, 2005

20050106000008750 Pg 3/3 15.00
Shelby Cnty Judge of Probate, AL
01/06/2005 15:14:00 FILED/CERTIFIED