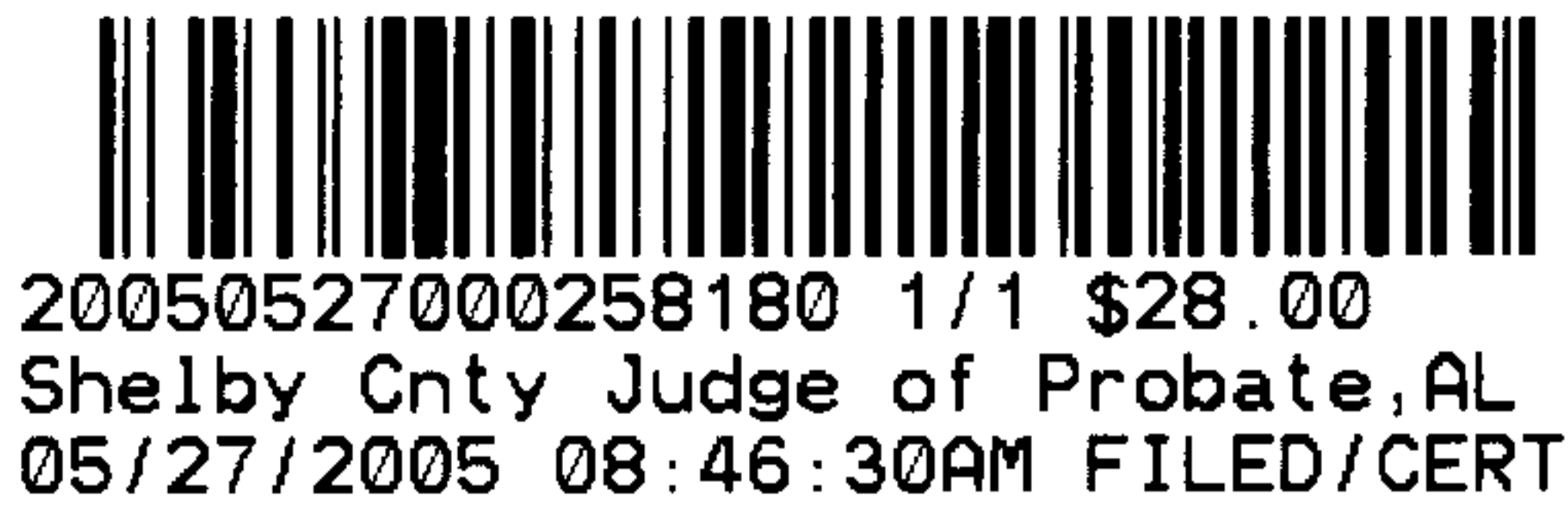


STATE OF ALABAMA UNIFORM COMMERCIAL CODE
FINANCING STATEMENT AMENDMENT FORM

A. NAME & DAYTIME PHONE NUMBER OF CONTACT PERSON
BRANDY GOTTLIEB 02545/10
B. SEND ACKNOWLEDGEMENT TO:
Name BANK OF PENSACOLA
Address P. O. BOX 12966
City/State/Zip PENSACOLA, FL 32591



---THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE
SHELBY COUNTY #2000-17593 05/30/00
1b. This FINANCING STATEMENT AMENDMENT is to be filed
[for record] (or recorded) in the REAL ESTATE RECORDS.

2. CURRENT RECORD INFORMATION - DEBTOR NAME - INSERT ONLY ONE DEBTOR NAME (2a OR 2b)
2a. ORGANIZATION'S NAME
BIRMINGHAM HOSPITALITY CORPORATION
2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3. CURRENT RECORD INFORMATION - SECURED PARTY NAME - INSERT ONLY ONE SECURED PARTY NAME (3a OR 3b)
3a. ORGANIZATION'S NAME
BANK OF PENSACOLA
3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

4. [ ] TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party
authorizing this Termination Statement.

5. [ ] CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing
this Continuation Statement is continued for the additional period provided by applicable law.

6. [ ] ASSIGNMENT (full or partial): Give name of assignee in item 9a or 9b and address of assignee in item 9c; and also give name of assignor in item 11.

7. [ ] AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or [ ] Secured Party of record. Check only one of these two boxes.
Also check one of the following three boxes and provide appropriate information in items 8 and/or 9.
[ ] CHANGE name and/or address: Give current record name in item 8a or 8b; Also give new name (if name change) in item 9a or 9b and/or new address (if address change) in item 9c.
[ ] DELETE name: Give record name to be deleted in item 8a or 8b.
[ ] ADD name: Complete item 9a or 9b, and 9c; also complete items 9d-9g (if applicable).

8. CURRENT RECORD INFORMATION - INSERT ONLY ONE NAME (8a OR 8b) - Do Not Abbreviate or Combine Names
8a. ORGANIZATION'S NAME
BANK OF PENSACOLA
8b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

9. CHANGED (NEW) OR ADDED INFORMATION: - INSERT ONLY ONE NAME (9a OR 9b) - Do Not Abbreviate or Combine Names
9a. ORGANIZATION'S NAME
9b. INDIVIDUALS' LAST NAME FIRST NAME MIDDLE NAME SUFFIX
9c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
9d. TAX ID# [ ] REQUIRED ADD'L INFO RE: ORGANIZATION DEBTOR 9e. TYPE OF ORGANIZATION 9f. JURISDICTION OF ORGANIZATION 9g. ORGANIZATIONAL ID# NONE

10. AMENDMENT (COLLATERAL CHANGE): check only one box.
Describe collateral [ ] deleted or [ ] added, or give entire [ ] restated collateral description, or describe collateral [ ] assigned.

11. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment
authorized by a Debtor, which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here [ ] and enter name of DEBTOR
authorizing this Amendment.
11a. ORGANIZATION'S NAME
BANK OF PENSACOLA
11b. INDIVIDUALS' LAST NAME FIRST NAME MIDDLE NAME SUFFIX