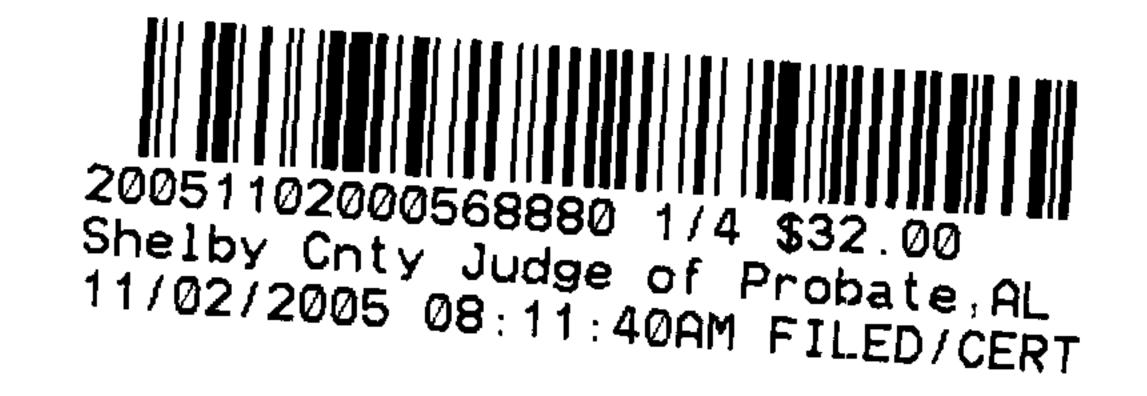
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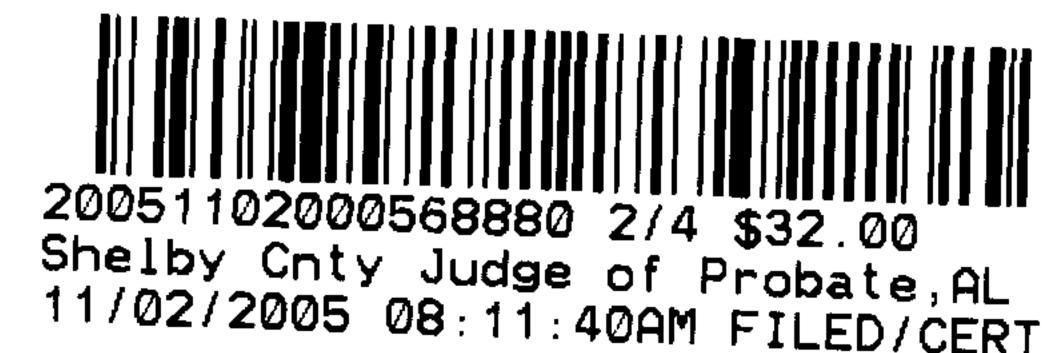
UCC FINANCING STATEMENT

	ont and back) CAREFULL)	<u> </u>				
A. NAME & PHONE OF CONTA	ACT AT FILER [optional]					
DON DOUGLAS RAM	ISAY, ESQUIRE (727) 898-9011				
B. SEND ACKNOWLEDGMEN	IT TO: (Name and Addres	s)				
	RAMSAY, ESQUII Gross, Maller & Ram					
1 PROGRESS PL	•					
	BURG FL 33701-433	35				
			THE ABOVE	SPACE IS FO	R FILING OFFICE US	EONLY
1. DEBTOR'S EXACT FULL L	LEGAL NAME - insert only on	e debtor name (1a or	1b) - do not abbreviate or combine names			
1a. ORGANIZATION'S NAME					· · · · · · · · · · · · · · · · · · ·	
CHELSEA CORNEI	RS, LLC, an Alabam	a limited liabil	ity company			
OR 1b. INDIVIDUAL'S LAST NAME			FIRST NAME	MIDDLE NAME		SUFFIX
1c. MAILING ADDRESS		·	CITY	STATE	POSTAL CODE	COUNTRY
421 Office Park Drive			Birmingham	AL	35223	
	D'L INFO RE 1e. TYPE OF O	DC ANIZATION	1f. JURISDICTION OF ORGANIZATION			USA
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2. ADDITIONAL DEBTOR'S E	<u>-</u>		<u></u>	oine names		INCINE
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2a. ORGANIZATION'S NAME	EXACT FULL LEGAL NAME		otor name (2a or 2b) - do not abbreviate or comb	·····	NAME POSTAL CODE	
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See Schedule 1 attached hereto and made a part hereof for a description of the property covered hereby some of which may be or may become fixtures on the Real Estate described on Exhibit A attached hereto, of which the Debtor is the record owner.

Filed as additional security for Mortgage recorded of even date, on which tax has been paid.

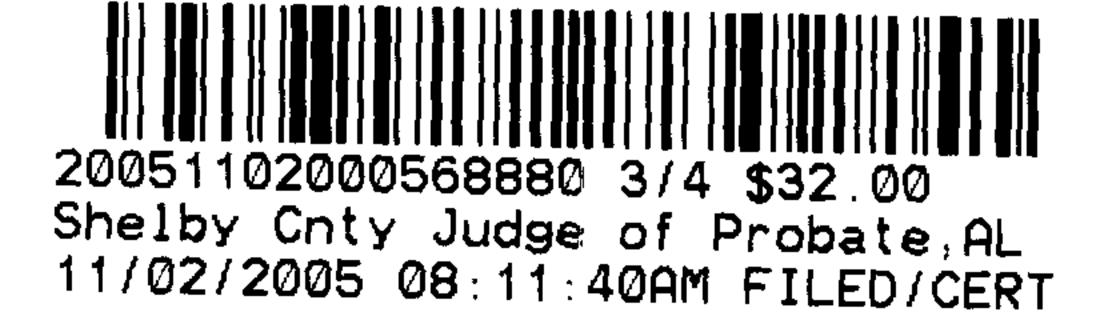
5. ALTERNATIVE DESIGNATION [if applicable]:		CONSIGNEE/CONSIGNOR	BAILEE/BAILOR	SELLER/BUYER	AG. LIEN	NON-U	ICC FILING
6. This FINANCING STATEMENT is to be filed ESTATE RECORDS. Attach Addendum	[for record] (or recorded) in	in the REAL 7. Check to RI [if applicable] [ADDITION.	EQUEST SEARCH REPO	ORT(S) on Debtor(s) [optional]	All Debtors	Debtor 1	Debtor 2
8. OPTIONAL FILER REFERENCE DATA	TO DE DECODE	\T\T\ T\ ! !!!!!!!!! T\ T\ T		~~~~~~~			•
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UCC FINANCING STAT	11/02/2005 08:11:40AM FILED/CERT					
9. NAME OF FIRST DEBTOR (1a c	or 1b) ON RELATED FINANCING STA	TEMENT				
9a. ORGANIZATION'S NAME CHELSEA CORNE						
9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX				
10. MISCELLANEOUS:						
			THE ABOVE	SPACE	IS FOR FILING OFFIC	E USE ONLY
11. ADDITIONAL DEBTOR'S EXAC	TFULL LEGAL NAME - insert only one n	ame (11a or 11b) - do not abbrev	iate or combine names	<u> </u>		
OR 11b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE	NAME	SUFFIX
11c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
11d. TAX ID #: SSN OR EIN ADD'L INFORGANIZ	P	11f. JURISDICTION OF ORGAN	NIZATION	11g. ORC	SANIZATIONAL ID #, if an	y
DEBTOR		<u></u>				NONE
12. ADDITIONAL SECURED PA	ARTY'S or ASSIGNOR S/P'S	NAME - insert only <u>one</u> name	(12a or 12b)			
OR 12b. INDIVIDUAL'S LAST NAME		FIRST NAME	1 · · · · · · · · · · · · · · · · ·	MIDDLE	NAME	SUFFIX
12c. MAILING ADDRESS		CITY		STATE	POSTAL CODE	COUNTRY
13. This FINANCING STATEMENT covers	timber to be cut or as-extracted	16. Additional collateral descrip	ption:			
collateral, or is filed as a x fixture for fixed from the following from the following from the fixed from the following from t	iling.	See Exhibit "B" attacl	hed hereto			
See Exhibit "A" attached heret	O					
15. Name and address of a RECORD OW (if Debtor does not have a record interest)						
		17. Check only if applicable and			roperty held in trust or	7 ~
		Debtor is a Trust or T 18. Check <u>only</u> if applicable and	البريدية المنافقة ال		roperty neid in trust or	Decedent's Estate
		Debtor is a TRANSMITTING				
					<i>"</i>	

Filed in connection with a Manufactured-Home Transaction — effective 30 years

Filed in connection with a Public-Finance Transaction --- effective 30 years



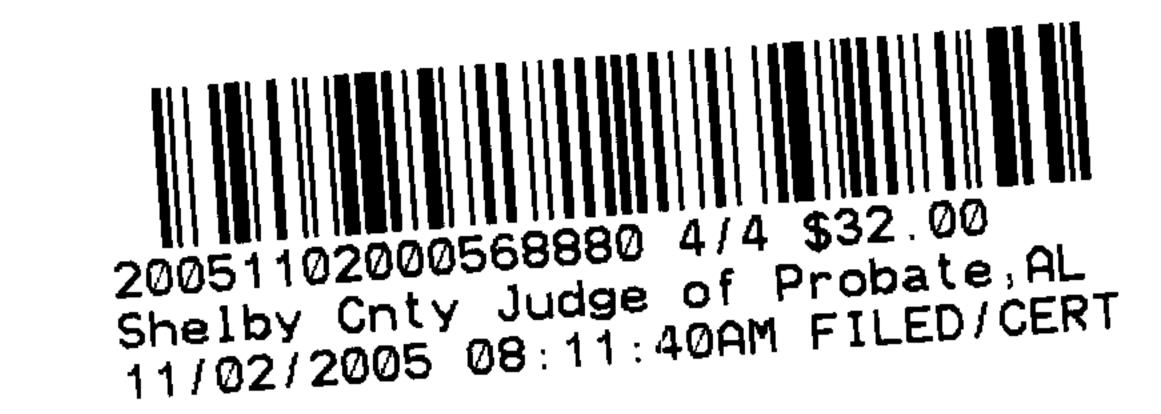
SCHEDULE I to UCC-1

Hereinafter said real estate, buildings, improvements (including improvements to be made hereafter), and fixtures hereinbelow described and located on said real estate, described on Exhibit "A" attached hereto and made a part hereof, are sometimes collectively referred to as the "Premises".

TOGETHER with all of Debtor's gas and electrical fixtures, heaters, space heaters, engines and machinery, boilers, ranges, elevators and motors, bathtubs, sinks, water closets, basins, pipes, faucets and other air conditioning, plumbing and heating fixtures, drapes, mirrors, mantles, refrigerating plants, dishwashers and appurtenances, and all building material and equipment now or hereafter delivered to the Premises and intended to be installed therein; such other goods, furnishings, equipment now or hereafter delivered to the Premises and intended to be installed therein; such other furniture, fixtures, goods, equipment, chattels and personal property as are usually furnished by landlords in the letting of all or any portion of the Premises of the character currently owned by Debtor (or as hereafter improved) and all renewals or replacements thereof or articles in substitution thereof and all of the estate, right, title and interest of the Debtor in and to all property of any nature whatsoever, now or hereafter situated on the Premises or intended to be used in connection with the operation thereof, all of which shall be deemed to be fixtures and an accession to the freehold and a part of the realty as between the parties hereto and all persons claiming by, through or under them and shall be deemed to be a portion of the security for the indebtedness herein mentioned and secured by this UCC-1 financing statement.

TOGETHER with all and singular the rights, interests and appurtenances whatsoever, in any way belonging, relating or appertaining to any of the Premises hereinabove mentioned or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by the Debtor, including but not limited to, all of Debtor's sewer capacity rights, all other capacity rights, and Debtor's rights under contracts, all building permits, D.O.T. driveway permits, and other permits, agreements, approvals, utility commitments, licenses and all other documents, payments, fees, impact fees, prepaid tap fees, commitment fees, deposits and sums paid affecting the Premises, and all rents, accounts and accounts receivable, profits, issues, revenues of the Premises from time to time accruing, whether under leases or tenancies or other agreements now existing or hereafter created, including the Collateral Assignment of Leases, Rents and Contract Rights of even date herewith between Debtor and Secured Party (hereinafter the "Lease Assignment"), reserving only the right to the Debtor to collect the same so long as the Debtor is not in default hereunder (subject to the qualification set forth in the Lease Assignment) and so long as the same are not subjected to garnishment, levy, attachment or lien, and all present and future profits and income, under purchase and sale agreements now existing or hereafter created, including the Collateral Assignment of Purchase and Sale Agreement of even date herewith between Debtor and Secured Party. In addition, the Debtor hereby assigns, transfers and conveys to Secured Party, its successors and assigns, all of the Debtor's right, title and interest in, to and under all leases now or hereafter leasing or affecting the Premises or any part hereof.

EXHIBIT "A" LEGAL DESCRIPTION



PARCEL 1:

A parcel of land situated in the East one-half of Section 27, Township 19 South, Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northeast corner of said Section 27; thence run in a Westerly direction along the North line for a distance of 1438.65 feet; thence turn a deflection angle of 88° 10' 58" to the left and run in a Southerly direction for a distance of 1400.74 feet; thence turn a deflection angle of 47° 38' 25" to the right and run in a Southwesterly direction for a distance of 1180.00 feet; thence turn a deflection angle of 50° 26' 45" to the left and run in a Southerly direction for a distance of 477.97 feet; thence turn a deflection angle of 08° 14' 56" to the right and run in a Southwesterly direction for a distance of 210.49 feet to a point on the Northernmost right of way of Old U.S. Highway 280 and a point on a curve to the right, said curve having a radius of 2023.88 feet, a central angle of 04° 03' 21", a deflection angle of 85° 26' 32" to the left to chord for a chord distance of 143.23 feet; thence run along arc of said curve and along said right of way for a distance of 143.26 feet; thence turn a deflection angle of 02° 16' 34" to the right from chord and run in a Southeasterly direction along said right of way for a distance of 224.58 feet to the POINT OF BEGINNING and the POINT OF COMMENCEMENT of a non-tangent curve to the right, said curve also being on the Southeasterly right of way of Chesser Plantation Lane, said curve having a radius of 370.00 feet, a central angle of 54° 12' 34", a deflection angle of 52° 21' 39" to the left to chord for a distance of 337.16 feet; thence run along arc of said curve and along said right of way for a distance of 350.07 feet; thence turn a deflection angle of 27° 06' 17" to the right from chord and run in a Northeasterly direction along said right of way for a distance of 86.41 feet to the point of commencement of a curve to the left, said curve having a radius of 280.00 feet, a central angle of 09° 11' 49", a chord distance of 44.90 feet; thence run along arc of said curve for a distance of 44.95 feet; thence turn a deflection angle of 109° 25' 16" to the right from chord and run in a Southerly direction for a distance of 34.89 feet; thence 78° 37' 46" left in a Southeasterly direction a distance of 50.00 feet to the P.C. of a curve to the left concave Northwesterly with a radius of 87.96 feet and a central angle of 64° 49' 09" measured (65° 11' 17" Description); thence run Easterly and Northeasterly along the arc of said curve a distance of 99.51 feet; thence continue Northeasterly tangent to said curve a distance of 89.15 feet (Measured) (89.12 Description) to the North line of the Northwest quarter of the Southeast quarter of Section 27, Township 19 South, Range 1 West, Shelby County, Alabama; thence right 51° 04' 37" Measured (50° 56' 37" Description) Easterly along said North line 49.94 feet measured (49.88 feet Description) to the Northeast corner of the Northwest quarter of the Southeast quarter of Section 27, Township 19 South, Range 1 West Description); thence right 91° 46′ 41″ (Measured) Southerly along the quarter line (Description) 258.33 feet (Measured) (259.13 feet Description) to the Northwesterly right of way of U.S. Highway No. 280; thence right 66° 16' 40" (Measured) (66° 22' 18" Description) Southwesterly along said right of way 311.81 feet; thence right 34° 43' 40" Northwesterly along said right of way 195.02 feet; thence right 0° 01' 46" Northwesterly along the Northwesterly right of way line of Old U.S. Highway 280 as shown on Map Book 31 page 21-A in the Office of the Judge of Probate in Shelby County, Alabama 145.91 feet to the point of beginning.