Hundred ($500.00) Dollars to the Partnership to cover the cost of preparation, execution and recordation of an Amendment to this Certificate. Each of the Limited Partners does hereby appoint JOHN M. STUCKEY, JR. and RICHARD B. DUCKETT, or either of them, as true and lawful attorneys-in-fact for him, in his name or on his behalf, to sign, certify under oath and acknowledge any and every such Amendment, such power of attorney being coupled with an interest and being irrevocable so long as JOHN M. STUCKEY, JR. and RICHARD B. DUCKETT are General Partners of this Partnership.

XI.   No right is reserved to admit additional Limited Partners except in the following situations:

1.   Unanimous agreement of all Partners.

2.   In the event a Limited Partner assigns his Partnership Interest, or any part thereof, to one or more assignees, each such assignee, if the General Partner so consents may become a substituted or additional Limited Partner upon the payment of the Partnership of a fee of Five Hundred ($500.00) Dollars.

XII.   No Limited Partners shall have priority over any other Limited Partner with respect to contributions, capital accounts, distributions of profits, or distributions upon dissolution.

XIII.   Only such Partner or Partners owning at least Seventy Five Percent (75%) of the total Partnership Interest shall have the right to continue the Partnership and its business upon the occurence of any event which would work a dissolution of the Partnership, except insofar as may be necessary to the liquidation and winding up of the affairs of the Partnership.

XIV.   No Limited Partner shall have any right to demand and receive property, in lieu of cash, in return for his capital account. His demand for return of his capital account, if otherwise proper under the terms of Paragraph VIII of this Certificate, shall be for cash only.

XV.   The General Partners, in their sole discretion, shall have the full right, authority and power: (i) to borrow money on behalf of the Partnership is such amounts and on such terms

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