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Sutherland, Asbill & Brennan LLP

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July 7, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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RE: Old MAC, L.C.

Gentlemen:

Enclosed are Articles of Amendment of Main America Capital, L.C. together with the firm's check in the amount of \$52.50. Please file and return a letter of acknowledgment to the undersigned as soon as possible.

If you have any questions, please call me at my direct dial number, 404-853-8598.

Very truly yours,

Deborah Drummond

Deborah H. Drummond
Legal Assistant

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

88 JUL -8 AM 9:59

/d

Enclosures

cc: William G. Rothschild

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**ARTICLES OF AMENDMENT
OF
MAIN AMERICA CAPITAL, L.C.
(a Florida limited liability company)**

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1. The name of the Company is "Main America Capital, L.C."

2. The amendment adopted is to amend Article I of the articles of organization so that, as amended, such Article 1 is as follows:

The name of the Company is "Old MAC, L.C."

3. The amendment adopted is to amend Article III of the articles of organization so that, as amended, such Article III is as follows:

The mailing address and the street address of the principal office of the Company shall be 328 King Road, Atlanta, GA 30342, Attn: Mr. Bill Shoptaw.

4. The amendment adopted is to amend Article IV of the articles of organization so that, as amended, such Article IV is as follows:

The registered office of this company in the state shall be 2282 Killearn Center Boulevard, Tallahassee, Florida, 32308, Attn: Dean Bunch, Esq, and the registered agent at such office shall be Dean Bunch, Esq.

5. The amendment adopted is to amend Article VIII of the articles of organization so that, as amended, such Article VIII is as follows:

The Company will initially be managed by BWS Holding, LLC, whose address is 328 King Road, Atlanta, GA 30342, Attn: Mr. Bill Shoptaw, pursuant to and subject to the requirements of the Operating Agreement of this Company.

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6. The date of the filing of the articles of organization was December 13, 1993.

In witness whereof, the parties hereto have executed this Amendment to Articles of Organization.

BWS Holding Company, LLC.

By: Bill W. Shoptaw
Bill W. Shoptaw
President

State of Georgia
County of Fulton

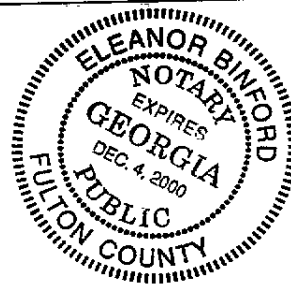
Sworn to and subscribed before me this 5th day of June, 1998.

Eleanor Binford
Print Name: Eleanor Binford
Notary Public

Notary Seal

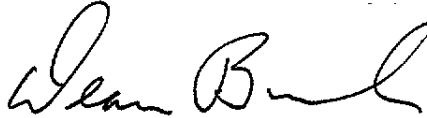
My Commission Expires: _____

* * * * *



CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned hereby consents to the appointment as registered agent of Old MAC, L.C. and acknowledges that he is familiar with and accepts the obligations of such appointment.



Dean Bunch, Esq.

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