AMENDMENT TO DECLARATION OF COVENANTS, 650% 686 638 CONDITIONS AND RESTRICTIONS PART 6-A, LOTS 319-337 INCLUSIVE LAURELWOOD SUBDIVISION

FANNIN PROPERTIES II, LTD., a Mississippi General Partnership (hereinafter, the "Developer"), hereby amends those certain "Declaration of Covenants, Conditions and Restriction, Part 6-A: Lots 319-337 Inclusive, Laurelwood Subdivision, which are recorded at Book 672 Page 569 of the records of the Chancery Clerk of Rankin County, Mississippi, covering real property according to a Plat recorded in. Cabinet B, Slot 335 in Section 23, Township 6 North, Range 2 East, Rankin County, Mississippi. These covenants contain a contingency to mandatory membership in the Laurelwood Homeowners Association as set forth as follows:

"However, membership of owners of individual lots in Laurelwood, Part 6-A in the 'Laurelwood Homeowners Association, Inc.' as established by Article III of the said Declaration of Covenants, Conditions and Restriction for Part 4A and 4B of Laurelwood Subdivision shall not be mandatory until such time as the subdivision shall be approved by the Department of Housing and Urban Development (HUD) under its rules and regulations applicable to Planned Unit Developments (PUD's), at which time membership in the Association shall be come mandatory."

This contingency has been met and the above covenant is hereby deleted and membership in the Laurelwood Homeowners Association is now mandatory from and after June 2, 1993.

To provide for preservation of values and amenities in this development and for the maintenance of certain common areas and facilities to be developed within it; the Developer desires to subject the real property as described to the covenants contained in the Declaration and all amendments thereto, each and all of which are for the benefit of the Developer and any person or other entity purchasing or otherwise acquiring an ownership interest therein, their respective heirs, legal representatives, successors, or assigns; and, the Developer designates that Laurelwood, Part 6-A, shall be subject to the covenants, restrictions, ... rules and regulations of the Laurelwood Homeowners Association, Inc. as amended hereby.

FANNIN PROPERTIES II, LTD.

Lafry L. Johnson

Managing General Partner

STATE OF MISSISSIPPI

COUNTY OF RANKIN

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20 day of November, 1993, within my jurisdiction, the within named LARRY L.. JOHNSON, who acknowledged that he is Managing General Partner of Fannin Properties II, Ltd. and that in said representative capacity he executed the above and foregoing instrument, after first having been authorized

Cinthia Eduras Ingram Notary Public