

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, Evelyn R. Hayes, of 1541 Pontotoc, Hernando, Mississippi 38632, hereby constitute and appoint Elizabeth Ann Ruth, 12703 Autumn Trail, Balch Springs, Texas 75180, my attorney for me, in my name and stead to do and perform every act and thing whatsoever requisite, necessary or proper to be done in or about the premises to all intents and purposes as I might or could do if personally present, hereby revoking all powers of attorney heretofore made by me.

I hereby give and grant unto my said attorney full and plenary power and authority to generally act for me in all matters affecting my business or property with the same force and effect to all intents and purposes as though I were personally present and acting for myself.

In no way limiting the general and plenary powers hereinabove granted to my said attorney, but by way of illustration, I hereby empower and authorize my said attorney for me and in my name:

(1) To receive and receipt for any receivable which is or may hereafter become due me, or which may be tendered.

(2) To pay any indebtedness of mine which may be or hereafter become due and payable.

(3) To deposit in my name in any bank any and all moneys collected or received by her and to pay from any

JUL 3 2 37 PM '95

BK 69 PG 204
W.E. DAVIS, CH. CLK.
by S. Cleveland

of my accounts any and all bills, accounts, taxes, fees, or other expenses now or hereafter payable by me, and for said purpose to draw checks upon my accounts in my name in any bank.

(4) To endorse notes, checks, drafts or other items which may require my endorsement.

(5) To sell, assign, transfer or set over all or any part of the capital stock I own in any corporation and for that purpose to make and execute all necessary acts of assignment.

(6) To appear and vote and otherwise act as my proxy or representative in respect to such corporate stock at any and all meetings of stockholders and otherwise.

(7) To sell, lease, mortgage or otherwise encumber any real property I now own or hereafter acquire. My said attorney is hereby authorized to sell said property at such price and on such terms and conditions as she, in her discretion, shall deem proper.

(8) To execute for me and in my behalf any and all deeds, deeds of trust, leases, contracts, and other documents necessary or incidental in carrying out the purposes spelled out herein.

(9) To sign for me and in my behalf any and all income tax returns, estimates, applications for extensions, etc.

(10) To retain attorneys and other counsel and advisors on my behalf to appear for me in all actions and proceedings to which I may be a party in the courts of Mississippi, or any other states in the United States or in the United States courts; to commence actions and proceedings in my name if necessary; to sign and verify in my name all complaints, petitions, answers, and other pleadings of every description.

Every bank or other financial institution, insurance company, transfer agent, issuer, obligor, safe deposit box company, title insurance company or other person, firm or corporation to which this Power of Attorney is presented is authorized to receive, honor and give effect to all instruments signed pursuant to the foregoing authority without inquiring as to the circumstances of their issuance or the disposition of the property delivered pursuant thereto. All acts done by my attorney-in-fact pursuant to this Power of Attorney shall be binding upon me and my heirs and legal representatives.

This Power of Attorney shall not be affected by the subsequent disability or incapacity of the principal, or lapse of time.

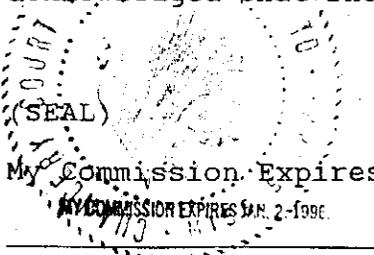
All of the powers and authorities herein granted and conferred shall continue and remain in full force and effect until revoked by me in writing, acknowledged and filed for record in the office of the Chancery Clerk of DeSoto County at Hernando, Mississippi.

WITNESS MY SIGNATURE on this, the 3rd day of July, 1995.

Evelyn R Hayes
EVELYN R. HAYES

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 3rd day of July, 1995, within my jurisdiction, the within named EVELYN R. HAYES, who acknowledged that she executed the above and foregoing instrument.



W. E. Davis, Chancery Clerk
Notary Public *W. E. Davis, Chancery Clerk*

My Commission Expires:

MY COMMISSION EXPIRES JAN. 2-1996

Prepared by: Law Office of A. Cinclair May
2565 Caffey St., Suite 100
Hernando, MS 38632
601-429-5038