

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That I, BERVEL M. MCELHANEY, of 2643 Bluff Road, Hernando, Mississippi, hereby constitute and appoint Jones Pounders, of 9943 Highway 304 West, Hernando, Mississippi, 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

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moneys collected or received by him and to pay from any 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 he, in his 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.

(11) To make gifts from my estate to my children, to the spouses of my children, and to my grandchildren by transferring to those donees or trusts for their benefit cash, stocks, bonds, securities, mineral interests, or any other property or interests of mine in property, as and when my attorney may deem proper, and in amounts consistent with my current estate, without regard to the tax consequences of any gift or failure to make any gift, and the donees' respective needs. Notwithstanding the forgoing, my attorney may not make gifts to any donee in any calendar year in excess of the then available maximum annual per donee gift tax exclusion as provided in Section 2503(b) of the Internal Revenue Code of 1986, as amended.

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.

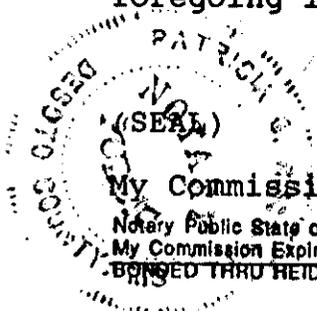
WITNESS MY SIGNATURE on this, the 18 day of April, 1996.


BERVEL M. MCELHANEY

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this the 18th day of April, 1996, within my jurisdiction, the within named Bervel M. McElhaney, who acknowledged that she executed the above and foregoing instrument.

Patricia A. Russum
Notary Public



My Commission Expires:
Notary Public State of Mississippi At Large
My Commission Expires: January 16, 1999
BOUNDED THRU HEIDEN-MARCHETTI, INC.

Prepared by: Law Offices of A. Cinclair May
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