

MEMORANDUM

This Memorandum is entered into by MICHAEL G. WHITTINGTON, DARIN BOMARITO and STEVE ANDERSON, on this the 20th day of May, 1997, and the parties covenant and agree as follows:

1. The parties hereby are the sole Members of DESTINY HOMES, LLC, a Mississippi Limited Liability Company.

2. DESTINY HOMES, LLC is a Manager managed Mississippi Limited Liability Company, pursuant to an Operating Agreement of DESTINY HOMES, LLC dated May 20th, 1997, and Certificate of Formation filed June 2nd, 1997, in the Office of the Secretary of State, State of Mississippi.

3. This Memorandum is executed and filed to give Notice to all third parties that the Chief Manager of DESTINY HOMES, LLC is MICHAEL G. WHITTINGTON, and the Secretary of DESTINY HOMES, LLC is DARIN BOMARITO, and both their signatures are required to borrow money, enter into Contracts for the purchase of real property, execute all related Closing Documents, including, but not limited to, Deeds of Trust, Promissory Notes and miscellaneous documentation for the purchase of real property.

4. Either the Secretary, DARIN BOMARITO or the Chief Manager, MICHAEL G. WHITTINGTON, shall be authorized to enter into contracts for the sale of real property, execute all related closing documents, including but not limited to Warranty Deeds, Closing Statement and miscellaneous documentation for the sale of real property.

5. The Chief Manager, MICHAEL G. WHITTINGTON and the

STATE MS.-DE SOTO CO.
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W.E. DAVIS CH. CLK.

Secretary, DARIN BOMARITO, are also authorized and empowered to do all further duties as set forth in the Operating Agreement as described herein.

WITNESS OUR SIGNATURES, on the day and year first written above.

DESTINY HOMES, LLC

BY: *Michael G. Whittington*
MICHAEL G. WHITTINGTON
CHIEF MANAGER & MEMBER

Darin Bomarito
DARIN BOMARITO
SECRETARY AND MEMBER

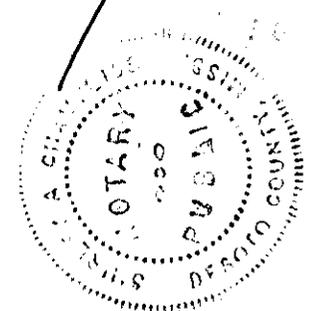
Steve Anderson
STEVE ANDERSON
MEMBER

STATE OF MISSISSIPPI
COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of May, 1997, within my jurisdiction, the within named, MICHAEL G. WHITTINGTON, who acknowledged that he is CHIEF MANAGER and a Member of DESTINY HOMES, LLC, A Mississippi Limited Liability Company, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.

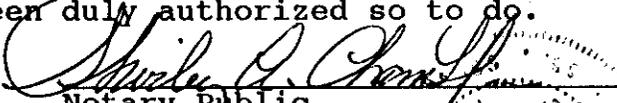
Stacy A. Chandler
Notary Public

My Commission Expires:
5-5-99



STATE OF MISSISSIPPI
 COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of May, 1997, within my jurisdiction, the within named, DARIN BOMARITO who acknowledged that he is Secretary and a Member of DESTINY HOMES, LLC, a Mississippi Limited Liability Company, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.


 Notary Public

My Commission Expires:
5-5-99

STATE OF MISSISSIPPI
 COUNTY OF DESOTO

Personally appeared before me, the undersigned authority in and for the said county and state, on this 20th day of May, 1997, within my jurisdiction, the within named, STEVE ANDERSON, who acknowledged that he is a Member of the DESTINY HOMES, LLC, A Mississippi Limited Liability Company, and that in said representative capacity he executed the above and foregoing instrument, after first having been duly authorized so to do.


 Notary Public

My Commission Expires:
5-5-99

This instrument prepared by:
 Eric L. Sappenfield
 Attorney at Law
 97 Stateline Road East
 Southaven, MS 38671
 601-342-2170

letters/Destiny.LLC