

Prepared by:

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Nov 3 1 33 PM '97

BK 75 PG 700
W.E. DAVIS CH. CLK.

GENERAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That I, Jimmy A. Garrouette, Social Security Number 411-98-1459, date of birth: September 16, 1959, have made, constituted, and appointed, and by these presents do make, constitute, and appoint my father, Charles E. Garrouette, of Nesbit, Mississippi, my Attorney-in-Fact, to act in, manage, and conduct all my affairs, and for that purpose for me and in my name, place, and stead, and for my use and benefit, and as my act and deed, to do and execute, or to concur with persons jointly interested with myself therein in the doing of or executing all or any of the following acts, deeds, and things, to wit:

1. To buy, receive, lease, accept, or otherwise acquire; to sell, convey, mortgage, hypothecate, pledge, quit claim, or otherwise encumber or dispose of; or to contract or agree for the acquisition, disposal, or encumbrance of; any property whatsoever or any custody, possession, interest, or right therein, upon such terms and conditions as my said Attorney-in-Fact shall think proper.

2. To take, hold, possess, invest, lease, or let, or otherwise manage any or all of my property or any interest therein; to eject, remove, or relieve tenants or other persons from, and recover possession of, such property by all lawful means; and to maintain, protect, preserve, insure, remove, store, transport, repair, rebuild, modify, or improve the same or any part thereof.

3. To make, do, and transact all and every kind of business of what nature or kind so ever, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of all accounts, legacies, bequests, interests, dividends, annuities, demands, debts, taxes, and obligations, which may now or hereafter be due, owing or payable by me or to me.

4. To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, agreements, certificates, hypothecations, checks, notes, bonds, vouchers, receipts, and such other instruments in writing of whatever kind and nature as may be necessary, convenient, or proper in the premises.

5. To deposit and withdraw for the purposes hereof, in or from any banking institution, any funds, negotiable paper, or monies which may come into my Attorney-in-Fact's hands in my behalf or which I now or hereafter may have on deposit or be entitled to.

6. To institute, prosecute, defend, compromise, arbitrate, and dispose of legal, equitable, or administrative hearings, probate hearings, actions, suits, attachments, arrests, distresses, or other proceedings or otherwise engage in litigation on my behalf.

7. To act as my proxy in respect to any stocks, shares, bonds, or other investments, rights or interests which I may now or hereafter hold.

8. To engage and dismiss agents, counsel, and employees, and to appoint, and remove at pleasure, any substitute for, or agent or attorney, in respect to all or any of the matters or things herein mentioned and upon such terms as my Attorney-in-Fact shall think fit.

9. To prepare, execute and file income and other tax returns, and other governmental reports, applications, requests and documents.

10. To negotiate, purchase, and sell any type of real estate and to execute on my behalf any instrument necessary in the procurement or sale of any real estate.

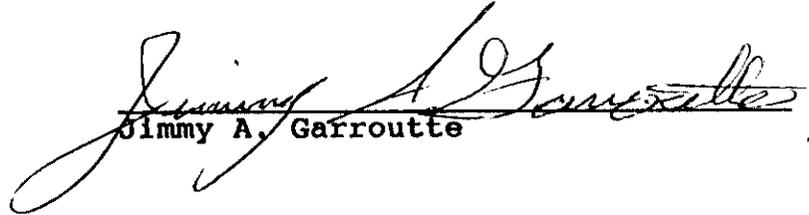
GIVING AND GRANTING unto my said Attorney-in-Fact, Charles E. Garrouette, full power and authority to do and perform all and every act, deed, matter, and thing whatsoever in and about my estate, property, and affairs, as fully and effectively to all intents and purposes as I might or could do in my own proper person if personally present, the above specifically enumerated powers being

in aid and exemplification of the full, complete and general power herein granted, and not in limitation or definition thereof, and hereby ratifying all that my said Attorney-in-Fact shall lawfully do or cause to be done by virtue of these presents.

And I hereby declare that any act or thing lawfully done hereunder by my said Attorney-in-Fact shall be binding on myself, and my heirs, legal and personal representatives, and assigns.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

21 day of March, 1996.

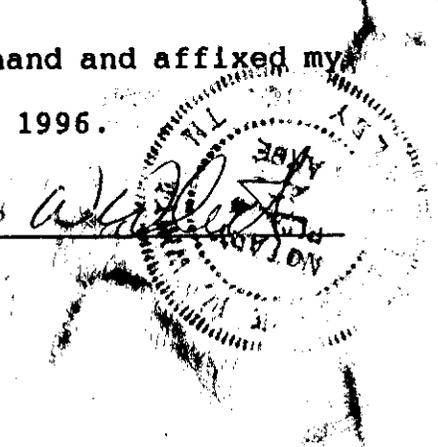

Jimmy A. Garrouette

STATE OF TENNESSEE
COUNTY OF SHELBY

I do hereby certify that I am a duly commissioned, qualified, and authorized Notary Public in and for the County of Shelby, State of Tennessee, and that Jimmy Garrouette, Grantor in the foregoing General Power of Attorney dated March 21, 1996, and hereto annexed, who is personally well known to me as the person who executed the foregoing General Power of Attorney, personally appeared before me this day within the territorial limits of my authority, and being first duly sworn, executed said instrument after the contents thereof had been read and duly explained to him, and acknowledged that the execution of said instrument by him was his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21 day of March, 1996.

Lawrence A. [Signature]
Notary Public



My Commission Expires:

1-25-2000