

POWER OF ATTORNEY

STATE OF MISSISSIPPI

COUNTY OF DESOTO

KNOW ALL MEN BY THESE PRESENTS:

That I, Phillip L. Tutor, as Trustee for and on behalf of Southern Development Council, Inc., Montgomery, Alabama, do hereby constitute and appoint W. E. Davis, Clerk of the Chancery Court, in and for DeSoto County, Mississippi, my true and lawful attorney for me, to enter satisfaction of and cancel upon the records of the Chancery Clerk's Office in DeSoto County, Mississippi, that certain Deed of Trust executed by Lovin' & Learnin', Inc. to Southern Development Council, Inc., thereafter assigned to the U. S. Small Business Administration, which said Deed of Trust is recorded in Book 1154, Page 634 of the Trust Deed Records of DeSoto County, Mississippi.

WITNESS my signature this the 12th day of October, 1999.

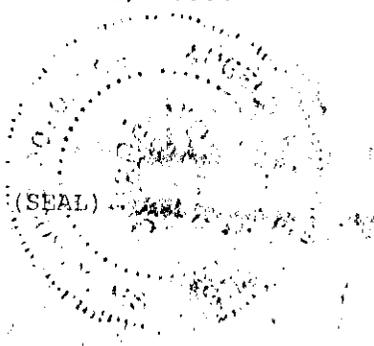
*Phillip L. Tutor*  
PHILLIP L. TUTOR

STATE OF MISSISSIPPI

COUNTY OF PONTOTOC

Personally appeared before me, the undersigned authority in and for the aforesaid County and State, the within named PHILLIP L. TUTOR, who acknowledged that he signed and delivered the above and foregoing Power of Attorney on the day and year therein mentioned.

Given under my hand and official seal this the 12th day of October, 1999.



*Angela B. Sheales*  
NOTARY PUBLIC  
MY COMMISSION EXPIRES: 11-26-2000

STATE MS.-DESOTO CO.  
CLERK

me Oct 12 3 54 PM '99

BK 83 PG 50  
W. E. DAVIS, CH. CLK.

10442.WPD

Prepared by:  
*Phillip Tutor*  
P.O. Box 487

Pontotoc MS 38863 - Phone 11 or 662 489 - 1701