

MAXIMUM PRINCIPAL INDEBTEDNESS FOR TENNESSEE RECORDING TAX PURPOSE IS \$0.00.

MODIFICATION AND EXTENSION AGREEMENT

This Agreement is entered into as of the 20th day of November, 1997, by and between NEAL LABOVITZ, AND MARILYN LABOVITZ, individually, and as successor in interest to PROFESSIONAL GROUP MANAGEMENT, INC. AND NATIONAL DENTAL CENTER (hereinafter referred to collectively as "Borrowers") and UNION PLANTERS BANK OF MISSISSIPPI, known now as UNION PLANTERS NATIONAL BANK (the "Bank").

Reference is made to Promissory Note dated January 30, 1989 in the principal amount of \$235,000.00 executed by Borrowers to order of Sunburst Bank. The indebtedness evidenced by said Note is secured by a deed of trust recorded in Real Estate Trust Deed Book 463, Page 718, Chancery Clerk's Office Desoto County, Mississippi, a deed of trust of record as instrument AZ 1205, Register's Office, Shelby County, Tennessee, and a deed of trust recorded in Real Estate Trust Deed Book 534, Page 327, Chancery Court Clerk's Office, Desoto County, Mississippi (the aforesaid deeds of trust being hereinafter referred collectively as the "Deeds of Trust"). The Bank is the holder of the Note and is the successor in interest to Sunburst Bank's beneficial interest under the Deeds of Trust.

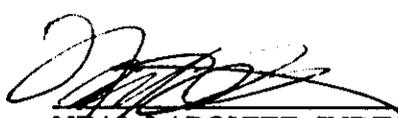
The Note has heretofore been modified by Loan Extension and Agreement dated February 8, 1991, and by Memorandum of Understanding dated December 8, 1993 and by Modification and Extension Agreement dated Feb. 13, 1996. Borrowers and Bank desire to further modify and extend the Note and Deeds of Trust to reflect a new maturity date and other terms.

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) and other valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Borrowers and Bank agree as follows:

1. As of the date hereof, the principal sum outstanding under the Note is \$58,519.51.
2. The note shall be payable in 60 equal payments of \$1,218.28 beginning December 20, 1997 and continuing on the same day of each month thereafter until November 20, 2002 when all unpaid principal and interest will become due and payable. Said monthly payments shall be applied monthly to the payment of interest at the rate of nine percent per annum (9%), and any amount remaining after the payment of said interest shall be applied to reduce the unpaid part of the principal of the Note.
3. For valuable and sufficient considerations received, Richard G. Hall, Substitute Trustee, joins herein for the purpose of effectuating the intent hereof.
4. Except as above modified and extended, said Note and Deeds of Trust remain in full force and effect, without defense, set off, or counterclaim by Borrower.
5. A release of all of said Deeds of Trust shall constitute a release of this Agreement.
6. This Agreement shall be binding upon and inure to the benefit of the heirs, representatives, successors and assigns of the parties.

EXECUTED as of the day and year above written, Bank acting through its duly authorized officer.

STATE MS. - DESOTO CO. FILED
JAN 2 9 53 AM '98


NEAL LABOVITZ, INDIVIDUALLY

BK 9160 PG 546
W.E. DAVIS CH. CLK.


MARILYN LABOVITZ, INDIVIDUALLY

Marilyn Labovitz
MARILYN LABOVITZ, Successor in Interest to
PROFESSIONAL GROUP MANAGEMENT, INC.
AND NATIONAL DENTAL CENTER,

UNION PLANTERS NATIONAL BANK

Richard G. Hall
BY: RICHARD G. HALL
ITS: SENIOR VICE PRESIDENT

Richard G. Hall
RICHARD G. HALL
SUBSTITUTE TRUSTEE

STATE OF MISSISSIPPI
COUNTY OF DESOTO

On this 12th day of December, 1997, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared NEAL LABOVITZ, to me known to be the person described in and who executed the foregoing instrument, and acknowledge that he executed the same as his free act and deed.

WITNESS my hand and Notary Seal at office the day and year above written.

Walter Deekleens
Notary Public

My Commission Expires: September 21, 2001



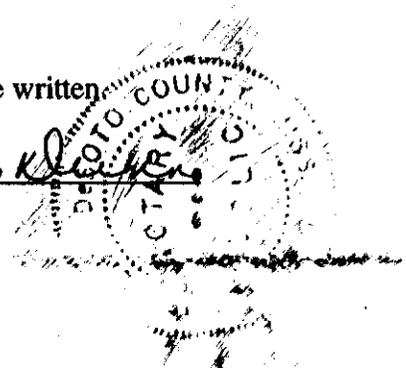
STATE OF Mississippi
COUNTY OF DeSoto

On this 12th day of December 1997, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared MARILYN LABOVITZ, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

WITNESS my hand and Notary Seal at office the day and year above written.

Walter Deekleens
Notary Public

My Commission Expires: September 21, 2001

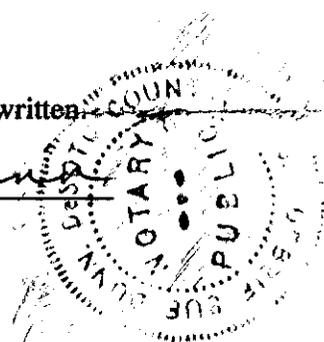


STATE OF Mississippi
COUNTY OF Desoto

On this 12th day of December 1997, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared MARILYN LABOVITZ, and who, upon oath, acknowledged herself to be the Successor in Interest to Professional Group Management, Inc. and National Dental Center, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the same as her free act and deed.

WITNESS my hand and Notary Seal at office the day and year above written

Shirley Ann Stevens
Notary Public



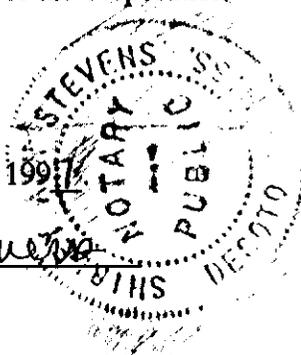
My Commission Expires: September 21, 2001

STATE OF MS
COUNTY OF Desoto

Before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Richard G. Hall, with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Senior Vice President of Union Planters National Bank, the within named bargainer, and that he as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Senior Vice President.

WITNESS my hand and official seal at office, this 22 day of Dec, 1997

Shirley Ann Stevens
NOTARY PUBLIC



My Commission Expires November 19, 2000

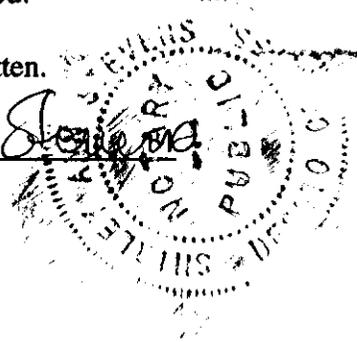
My Commission Expires: _____

STATE OF MS
COUNTY OF Desoto

On this 22 day of Dec, 1997, before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared RICHARD G. HALL, Substitute Trustee, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

Witness my hand and Notary Seal at office the day and year above written.

Shirley Ann Stevens
Notary Public



My Commission Expires: _____
My Commission Expires November 19, 2000