

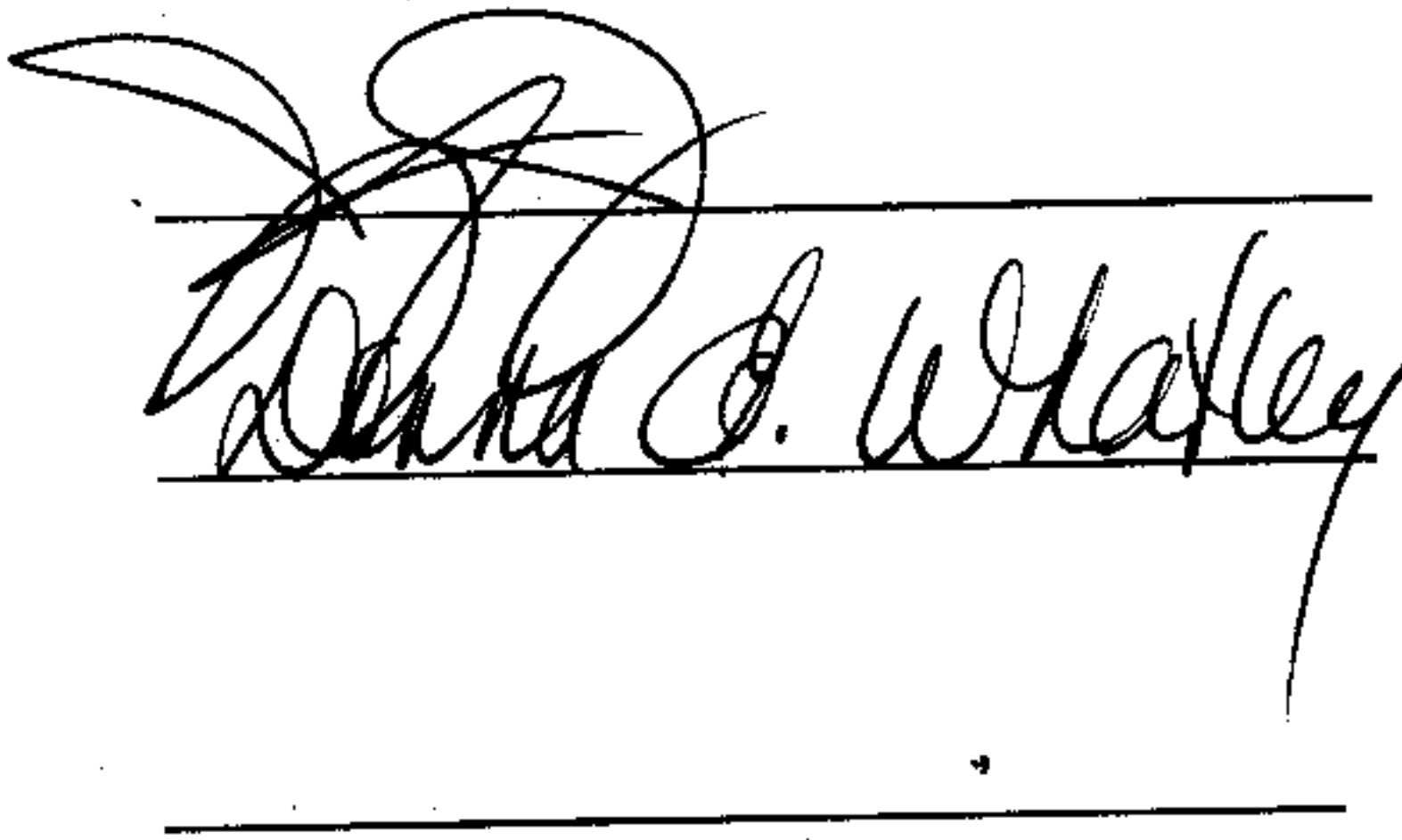
JOINT RESOLUTION
OF
DIRECTORS AND SHAREHOLDERS
OF

JIM WHATLEY CONSTRUCTION COMPANY, INC.,
AN ALABAMA CORPORATION

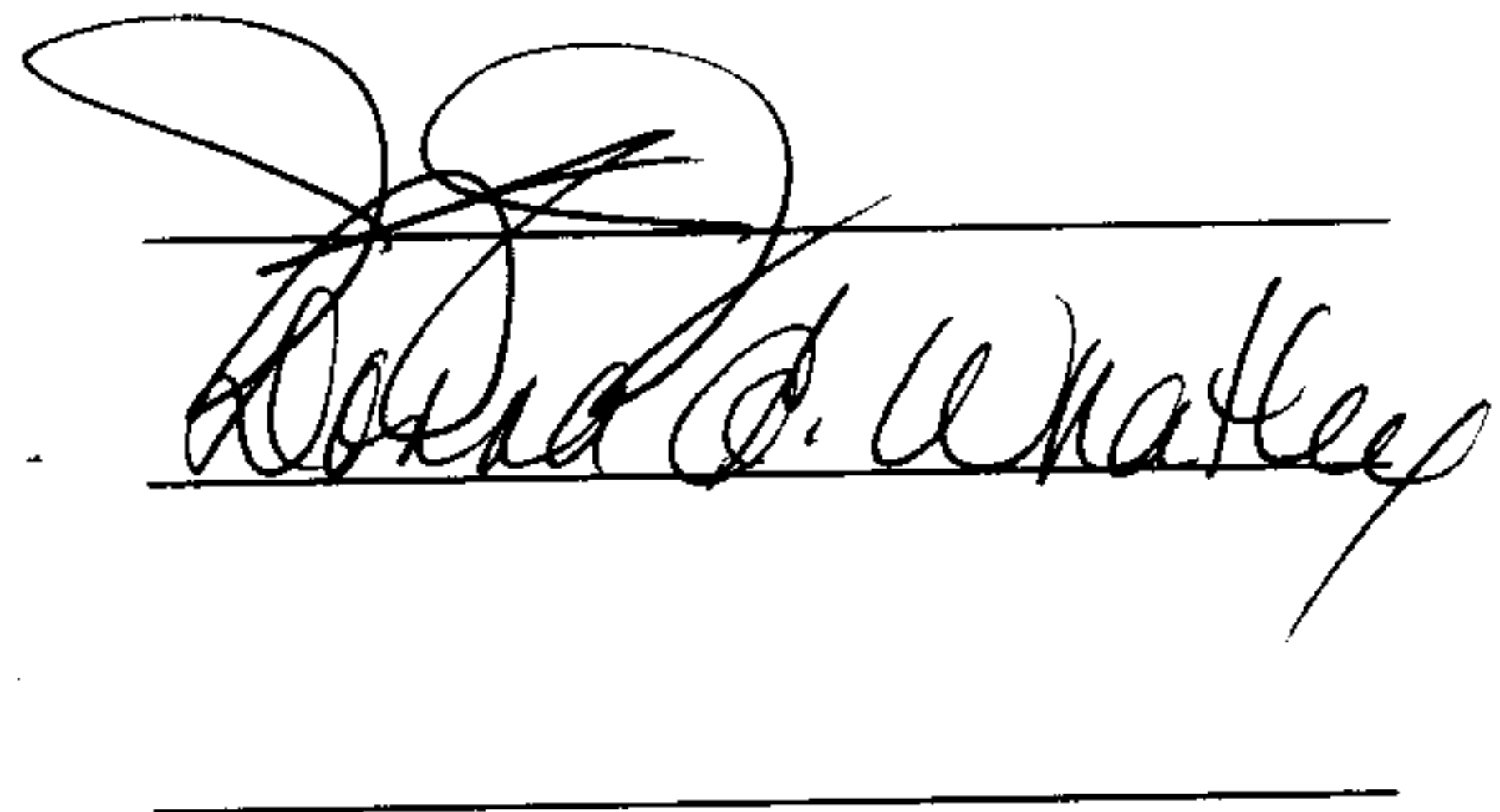
The undersigned constituting all of the Directors and Shareholders of Jim Whatley Construction Company, Inc., an Alabama Corporation (herein referred to as the "Corporation") hereby authorizes and directs that James H. Whatley, Jr., as President of the Corporation, to execute on behalf of the Corporation an Amendment to Mortgage and Security Agreement.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 19th day of November, 1996.

DIRECTORS:



SHAREHOLDERS:



Inst # 1996-38286

11/19/1996-38286
03:32 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MCD 9.50