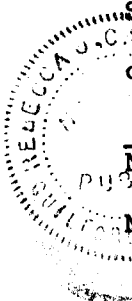


STATE OF NORTH CAROLINA )  
COUNTY OF GUILFORD )

PERSONALLY appeared before me J. C. Collins, Jr.  
and made oath that he saw S. O. Yates as Vice President,  
and W. Lee Wall as Vice President of Southern Life  
Insurance Company, a corporation chartered under the laws of the  
State of North Carolina, sign, seal with its corporate seal and as  
the act and deed of said corporation deliver the within written  
instrument, and that he with H. J. Edwards witnessed  
the execution thereof.

SWORN to before me this 1 )  
day of May, 1964. )  
Rebecca J. Carness (LS)  
Notary Public for North Carolina. )

J. C. Collins, Jr.



My Commission Expires:

My Commission Expires March 11, 1966