Signed, sealed and delivered in the presence of:

RHOES, INC., a Georgia corporation

BY:

Fred D. Boothe

Vice President

Witness

Robert Di Prova

Assistant Secretary

(Corporate Seal)

PERSONALLY appeared before me the undersigned witness, who, being duly sworn, deposes and says that (s)he saw the within named RHODES INC., by Fred D. Boothe, its Vice President, and by Robert DiProva, its Assistant Secretary, sign, seal, and as its act and deed, deliver the within written instrument, and that (s)he with the other above-subscribed witnessed the execution thereof.

Eyeca Blanton

SWORN to before me this

23rd day of July , 1984.

Notary Public (L.S.)

My Commission Expires: 8/2/84