


THIS INSTRUMENT WAS PREPARED BY:
DOUGLAS L. KEY, ATTORNEY
2163 HIGHWAY 31 SOUTH, SUITE 102
PELHAM, AL 35124


20041007000556110 Pg 1/3 17.00
Shelby Cnty Judge of Probate, AL
10/07/2004 14:38:00 FILED/CERTIFIED

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, JAMES F. KEMP, the undersigned of Pelham, Shelby County, State of Alabama, do hereby make, constitute and appoint TAMMY B. KEMP, as my true and lawful attorney in fact, for me and in my name, place and stead, and on my behalf and for my use and benefit.

To exercise or perform any act, power, duty, right or obligation whatsoever that I now have, or may hereafter acquire the legal right, power, or capacity to exercise or perform, in connection with, arising from, or relating to any person, item, transaction, thing, business property, real or personal, tangible or intangible, or whatsoever;

To request, ask, demand, sue for, recover, collect, receive and hold and possess all such sums of money, debts, dues, commercial paper, checks, drafts, accounts, deposits, legacies, bequest, devises, notes, interest, stock certificates, bonds, dividends, certificate of deposit, annuities, pension and retirement benefits, insurance benefits and proceeds, any and all documents of title chooses in action, personal and real property, tangible and intangible property and property rights, and demands whatsoever, liquidated or unliquidated, as now are, or shall hereafter become, owned by me, or due, owing, payable or belonging to, me or in which I have or may hereafter acquire interest, to have, use, and take all lawful means and equitable and legal remedies, procedures, and writs in my name for the collection and recovery thereof and to adjust, sell, compromise, and agree for the same, to make, execute, and deliver for me, on behalf, and in my name, all endorsements, acquittance, releases, receipts, or other sufficient discharges for the same:

(1) To buy, receive, lease, accept, or otherwise acquire; to sell, convey, mortgage, hypothecate, pledge, quit claim, or otherwise encumber or dispose of; or to contract or agree for the acquisition, disposal or incumbrance of; any property whatsoever and wheresoever situated, be it real, personal or mixed, or any custody, possession, interest or right therein or pertaining thereto, upon such terms as my attorney shall think proper;

(2) To take, hold possess, invest, lease or let, or otherwise manage any or all or my real, personal, or mixed property, or any interest therein or pertaining thereto; to eject, remove, or relieve tenants or other persons from, and recover possession of, such property by all lawful means; and to maintain, protect, preserve, insure, remove, store, transport, repair, rebuild, modify or improve the same or any part thereof;

(3) To make, do, and transact all and every kind of business of whatever kind or nature, including the receipt, recovery, collection, payment, compromise, settlement, and adjustment of all accounts, legacies, bequests, interests, dividends, annuities, claims, demands, debts, taxes and obligations, which may now or hereafter be due, owing or payable by me or to me;

(4) To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, agreements, certificates, hypothecation, checks, notes, bonds, vouchers, receipts, releases, and such other instruments in writing of whatever kind and nature, as may be necessary, convenient, or proper in the premises;

(5) To make deposits or investments in, or withdrawals from, any account, holding, or interest which I may now or hereafter have, or be entitled to, in any banking, trust, or investment institution, including postal savings, depository institutions, credit unions, savings and loan associations, and similar institutions; to exercise any right, option or privilege pertaining thereto; and to open or establish accounts, holdings, or interests of whatever kind or nature, with any such institutions in my name or in my said attorney's name or in both our names jointly, either with or without the right of survivorship;

(6) To institute, prosecute or defend, compromise, arbitrate, and arbitrate and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, arrests, distresses or other proceedings, or otherwise engage in litigation in connection with the premises;

(7) To act as my attorney or proxy in respect to any stocks, shares, bonds, or other investments, rights, or interests, I may now or hereafter hold;

(8) To engage and dismiss agents, counsel, and employees, and to appoint and remove at pleasure any substitute for, or agent of, my said attorney, in respect to all or any of the matters or things herein mentioned, and upon such terms as my attorney shall think fit;

(9) to execute vouchers in my behalf for any and all allowances and reimbursements from whomsoever;

(10) To prepare, execute, and file income and other tax returns, and other governmental reports, declarations, applications, requests and documents;

(11) To take possession and order the removal and shipment of any property susceptible to movement to wherever and whenever my attorney shall deem necessary;

(12) To act as my attorney-in-fact or proxy in respect to any policy of insurance on my life and in the aforesaid capacity to exercise any right, privilege, or option which I may have thereunder or pertaining thereto;

(13) To endorse and cash U.S. Savings Bonds, Notes and other obligations.

GIVING AND GRANTING unto said attorney full power and authority to do and perform all and every act, deed, matter, and thing whatsoever in and about my estate, property, and affairs as fully and effectually to all intents and purposes as I might or could do in my own proper person if personally present, the above specially enumerated powers being in aid and exemplification of the full, complete, and general power herein granted, and not in limitation of definition thereof; and hereby ratifying all that my said attorney shall lawfully do or cause to be done by virtue of these presents.

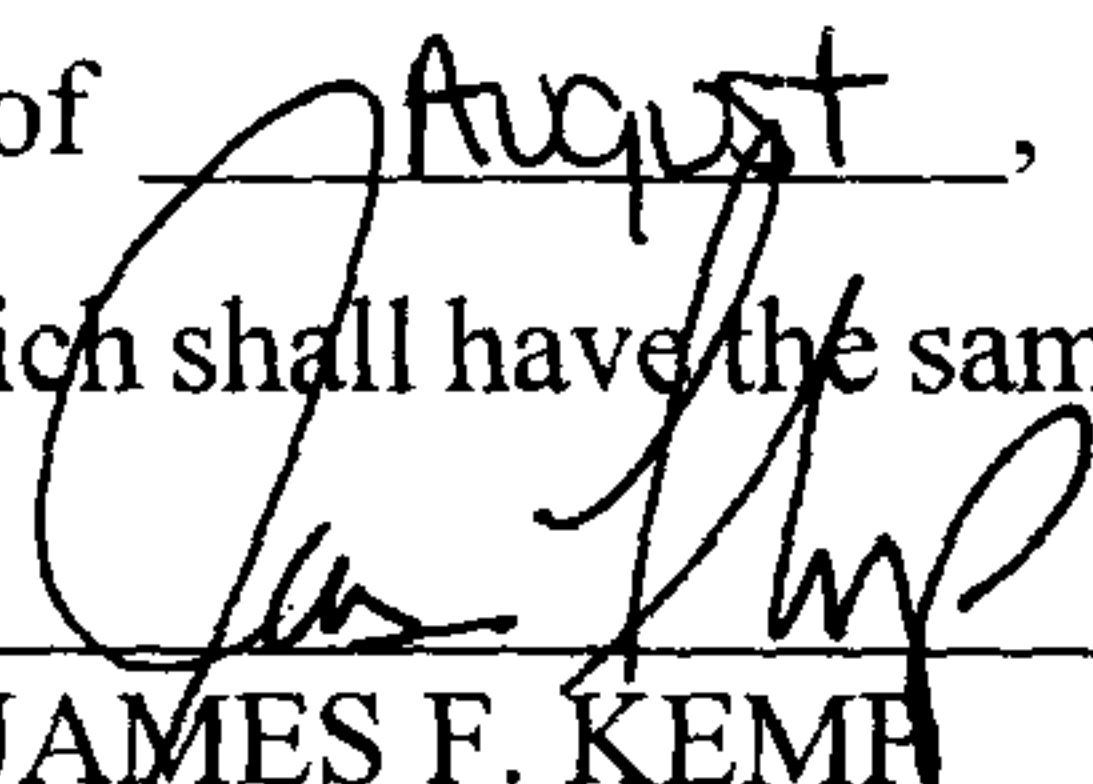
And I hereby declare that any act or thing lawfully done hereunder by my said attorney shall be binding on myself, and my heirs, legal and personal representatives, and assigns; whether the same shall have been done before or after my death, or other revocation of this instrument, unless and until reliable intelligence or notice thereof shall have been actually received by my attorney.

This instrument is to be construed and interrupted as a Durable and General Power of Attorney. The enumeration of specific items, rights, acts, or powers herein is not intended to, nor does it, limit or restrict, and is not to be construed or interrupted as limiting or restricting, the general powers herein granted to my said attorney in fact.

The rights, powers, and authority of my said attorney in fact herein granted shall commence and be in full force and effect immediately upon the signing of this document, and such rights, powers and authority shall remain in full force and effect there-after until the death of the principal. This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death shall be binding upon me, my heirs, assigns and personal representatives.

Nothing in this power shall be construed to require the attorney in fact to act or allow the involuntary exercise of any power granted herein by said attorney in fact.

IN WITNESS WHEREOF, as principal, I have assigned this Durable Power of Attorney at Birmingham, Alabama, this the 19th day of August, 2004, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.

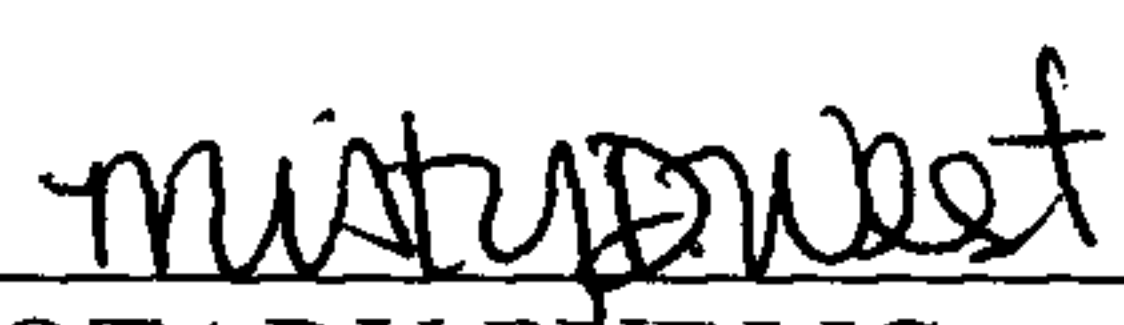


JAMES F. KEMP LS

(STATE OF ALABAMA)
(SHELBY COUNTY)

I, the undersigned authority in and for said State and County hereby certify that the signature of JAMES F. KEMP, who is known to me, and who being first duly sworn, deposes and says that the foregoing Durable Power of Attorney is hereby acknowledged by the undersigned as and being the signatory's and voluntary act and deed for the uses and purposes therein set forth.

This the 19th day of August, 2004.



NOTARY PUBLIC
My Commissions Expires:
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: July 16, 2008
BONDED THRU NOTARY PUBLIC UNDERWRITERS

WILLIAM, SHOCKLEY & KELLEY
ATTORNEYS AT LAW
1000 1ST AVE. S.W.
FLORENCE, ALABAMA 35124