



OLD REPUBLIC SURETY COMPANY

KNOW ALL MEN BY THESE PRESENTS. That OLD REPUBLIC SURETY COMPANY, a Wisconsin stock insurance corporation, does make, constitute and appoint

-----J. Wayne Smith or Lorraine Phyllis Smith each of
Birmingham, Alabama-----

its true and lawful Attorney(s)-in-Fact, with full power and authority for and on behalf of the company as surety, to execute and deliver and affix the seal of the company thereto if a seal is required, bonds, undertakings, recognizances or other written obligations in the nature thereof, as follows:

Not exceeding Two Hundred and Fifty Thousand Dollars (\$250,000.00) -----

and to bind OLD REPUBLIC SURETY COMPANY thereby, and all of the acts of said Attorneys-in-Fact pursuant to these presents, are ratified and confirmed. This appointment is made under and by authority of the board of directors at a special meeting held on February 18, 1982.

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following resolutions adopted by the board of directors of the OLD REPUBLIC SURETY COMPANY on February 18, 1982.

RESOLVED that the president, any vice-president or assistant vice-president, in conjunction with the secretary or any assistant secretary, may appoint attorneys-in-fact or agents with authority as defined or limited in the instrument evidencing the appointment in each case, for and on behalf of the company to execute and deliver and affix the seal of the company to bonds, undertakings, recognizances, and suretyship obligations of all kinds; and said officers may remove any such attorney-in-fact or agent and revoke any power of attorney previously granted to such person.

RESOLVED FURTHER that any bond, undertaking, recognizance, or suretyship obligation shall be valid and binding upon the company

- (i) when signed by the president, any vice-president or assistant vice-president, and attested and sealed (if a seal be required) by any secretary or assistant secretary; or
- (ii) when signed by the president, any vice-president or assistant vice-president, secretary or assistant secretary, and countersigned and sealed (if a seal be required) by a duly authorized attorney-in-fact or agent; or
- (iii) when duly executed and sealed (if a seal be required) by one or more attorneys-in-fact or agents pursuant to and within the limits of the authority evidenced by the power of attorney issued by the company to such person or persons.

RESOLVED FURTHER that the signature of any authorized officer and the seal of the company may be affixed by facsimile to any power of attorney or certification thereof authorizing the execution and delivery of any bond, undertaking, recognizance, or other suretyship obligations of the company; and such signature and seal when so used shall have the same force and effect as though manually affixed.

IN WITNESS WHEREOF, OLD REPUBLIC SURETY COMPANY has caused these presents to be signed by its proper officer, and its corporate seal to be affixed

this 13th day of November, 19 92.

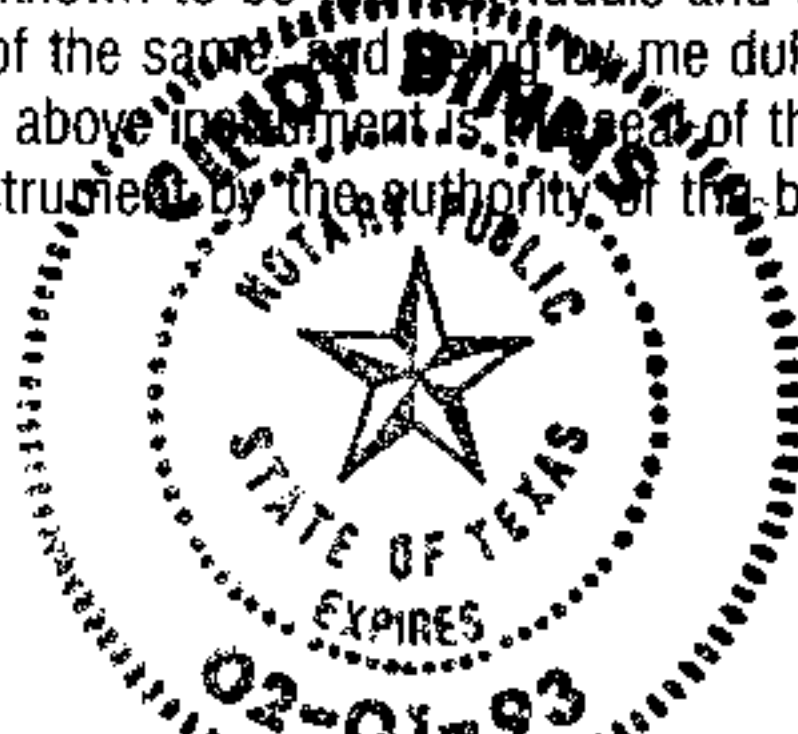


STATE OF TEXAS, COUNTY OF DALLAS -- ss

Donald A. Kvernes
Sr. Vice President
Debra Robinson-Lambeth
Asst. Secretary

On this 13th day of November, 19 92, personally came before me, Donald A. Kvernes and

Debra Robinson-Lambeth, to me known to be the individuals and officers of OLD REPUBLIC SURETY COMPANY who executed the above instrument, and they each acknowledged the execution of the same and being by me duly sworn, did severally depose and say; that they are the said officers of the corporation aforesaid, and that the seal affixed to the above instrument is the seal of the corporation, and that said corporate seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority of the board of directors of said corporation.



Cindy Binns
Notary Public

My Commissions Expires 02/01/93

CERTIFICATE

I, the undersigned, assistant secretary of the OLD REPUBLIC SURETY COMPANY, a Wisconsin corporation, CERTIFY that the foregoing and attached Power of Attorney remains in full force and has not been revoked; and furthermore, that the Resolutions of the board of directors set forth in the Power of Attorney are now in force.

Signed and sealed at the City of Dallas this _____ day of _____, 19 ____.

Prepared by: Cindy Binns
Dallas, Texas
11/13/92



Debra Robinson-Lambeth
Assistant Secretary

P.O. Box 4668
Winter Park, FL 32793-4668

POWER OF ATTORNEY
12/03/1992
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JUDGE OF PROBATE
SHELBY COUNTY
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