

PREPARED BY:
WARREN FRAZIER
SHACKLEFORD, FARRIOR, STALLINGS
& EVANS, P.A.
P.O. BOX 3324
TAMPA, FLORIDA 33601

AND RETURN-TO:
JERRY M. MILLER, JR., ESQUIRE
FIRST UNION CORPORATION
LEGAL DIVISION
TWO FIRST UNION CENTER LEG-0630
CHARLOTTE, NORTH CAROLINA 28288

RECORD VERIFIED
Richard Ake
Clerk of Circuit Court
Hillsborough County, Fla.
By Luis M. LeDuc, D.C.

POWER OF ATTORNEY

O.R. 6599 PAGE 533
BOOK

WHEREAS, First Union National Bank of Florida ("First Union") did pursuant to that certain Assistance Agreement by and among the Federal Deposit Insurance Corporation, as receiver of Southeast Bank, National Association, the Federal Deposit Insurance Corporation, and First Union, dated as of September 20, 1991, become by operation of law on September 19, 1991, successor Trustee to Southeast Bank, National Association, under and pursuant to that certain Indenture dated as of April 1, 1988, between Mid-State Trust II, as Issuer, and Southeast Bank, National Association, as Trustee; and

WHEREAS, Southeast Bank, National Association, as Trustee had previously granted a power of attorney to Mid-State Homes, Inc., and Jim Walter Homes, Inc., to perform certain acts on its behalf, as contemplated by the Servicing Agreement and Sub-Servicing Agreement; and

WHEREAS, First Union desires to grant a power of attorney to Mid-State Homes, Inc. and Jim Walter Homes, Inc., upon the terms and conditions set forth herein;

NOW, THEREFORE, First Union, as successor Trustee, hereby constitutes and appoints Mid-State Homes, Inc. (the "Servicer" under the said Indenture), and/or Jim Walter Homes, Inc. (the "Sub-Servicer" under the said Indenture), both Servicer and Sub-Servicer located at 1500 North Dale Mabry Highway, Tampa, Florida 33607, its true and lawful attorney in fact and agent, to execute, acknowledge, verify, swear to, deliver, record, and file, in the name, place, and stead of First Union as Successor Trustee, all instruments, documents, and certificates which may from time to time be required in connection with the Servicing Agreement, dated as of April 1, 1988, among the Servicer, Mid-State Trust II ("Mid-State"), and Southeast Bank, National Association, as Trustee (the "Servicing Agreement"), or the Sub-Servicing Agreement between the Servicer and the Sub-Servicer, including, without limitation, to execute any documents required to be executed or recorded by the Trustee under the Indenture, pursuant to Section 2.01 of the Servicing Agreement or Section 3.14 of the Indenture. If required, First Union, as successor Trustee, shall execute and deliver to the Servicer and/or Sub-Servicer upon request therefor, such further designation, powers of attorney, or other instruments as the Servicer and/or Sub-Servicer shall reasonably deem necessary for the purposes hereof. By acceptance of this Power of Attorney, Servicer and Sub-Servicer represent that they have full power and authority to act as attorney-in-fact under this Power of Attorney.

Notwithstanding anything herein to the contrary, First Union, Successor Trustee, may terminate this Power of Attorney at any time by recording in the office where this Power of Attorney is recorded an instrument signed by First Union, Successor Trustee, which terminates this Power of Attorney.

First Union National Bank of Florida, as successor Trustee by operation of law to Southeast Bank, National Association, as Trustee

By: *Eleanor G. Autry*
Eleanor G. Autry
Print Name: Vice President and
Corporate Trust Officer

STATE OF North Carolina
COUNTY OF Mecklenburg

The foregoing instrument was acknowledged before me this 13th day of April, 1992, by Eleanor G. Autry, V.P. & C.T.O., of First Union National Bank of Florida, a Florida banking corporation, on behalf of the corporation, as successor Trustee by operation of law to Southeast Bank, National Association, under an Indenture dated as of April 1, 1988, between Mid-State Trust II and Southeast Bank, National Association, and under a Servicing Agreement dated as of April 1, 1988, among Mid-State Trust II and Mid-State Homes, Inc., and Southeast Bank, National Association, party to the within and foregoing instruments, known to me personally to be such and the person who executed instrument on behalf of such association, or has produced Drivers License as identification and did (unknown) take an oath.

Feryle L. Howie
Print Name: Feryle L. Howie
NOTARY PUBLIC
Commission No.:
My Commission Expires: November 8, 1995
(Seal)

RETURN TO:
JIM WALTER HOMES, INC.
P. O. BOX 33601
TAMPA, FLORIDA 33601-3601

1992 MAY -5 AM 17

92096903

1994-4661 # 1501

SHAW COUNTY JUDGE OF PROBATE
8:50
001 SNA

04/18/1994-12531
09:29 AM CERTIFIED

Corporate Seal

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY