

CERTIFICATE OF THE CORPORATE SECRETARY
OF
BANKFIRST, a federal savings bank

I, Miles A. Wright, as Corporate Secretary of BANKFIRST, a federal savings bank (the "Bank"), do hereby certify as follows:

1. The following is a true and correct copy of a Resolution, duly adopted by the Board of Directors (the "Board") of the Bank at its regular meeting thereof, on January 17, 1995, as the same appears on file, and in the Minutes of said meeting, in my possession, or under my control at the offices of said corporation at 255 Grant Street, S.E., Decatur, Alabama 35601:

RESOLUTION

WHEREAS, the Board of Directors (the "Board") of BANKFIRST, a federal savings bank (the "Bank") has considered the recommendation of its Management that Mr. James J. Bedford, Assistant Vice President/Credit Analyst/Underwriter, be authorized to execute real estate mortgage satisfactions, partial mortgage releases, and/or other releases of lien documents in the name of the Bank;

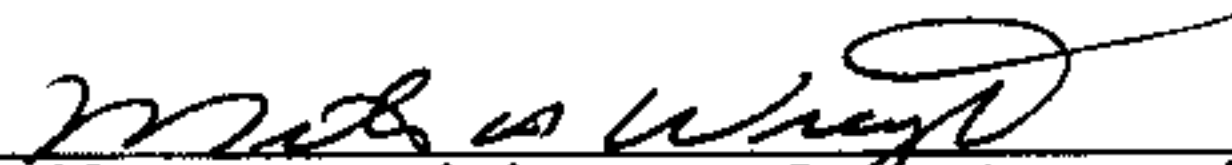
NOW, THEREFORE, BE IT RESOLVED, by said Board of Directors of BANKFIRST, that James J. Bedford, Assistant Vice President, be authorized and empowered to (i) cancel, annul and satisfy real estate mortgages on behalf of and in the name of the Bank, and, also, (ii) execute, sign and deliver partial mortgage releases to release any part or parcel of land from the lien of any real estate mortgage and to release any other item or property from any pledge, security interest or lien securing any loan.

BE IT FURTHER RESOLVED, that this Resolution become effective on this January 17, 1995, and that the Board hereby ratify, approve and confirm all mortgage satisfactions, partial or total lien releases which Mr. Bedford may hereafter make on behalf of the Bank.

BE IT FURTHER RESOLVED, that the Corporate Secretary of the Bank cause a copy of this Resolution to be certified, under its corporate seal, and filed for record in each county in which the Bank holds or maintains real estate mortgages, or collateral assignments, or security for loans.

2. Said Resolution remains in full force and effect and has not been altered, amended or repealed as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said corporation on this 30th day of January, 1995.


Miles A. Wright, as Secretary of
BANKFIRST, a federal savings bank

(CORPORATE SEAL)

Inst # 1995-02843

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SHELBY COUNTY JUDGE OF PROBATE
001 MCD 8.50

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