

BOND NO. POB8025604

THE STATE OF ALABAMA,

SHELBY COUNTY, ALABAMA

Know All Men By These Presents

That we Leland C. SlayAnd Fidelity and Deposit Company of Marylandare held and firmly bound unto the State of Alabama, in the sum of Ten Thousand and 00/100\$10,000.00 Dollars, for the payment of which well and truly to

be made and done, we bind ourselves, our heirs, executors, administrators and assigns, firmly by these presents, and we hereby waive our right to claim personal property exempt under the laws of Alabama.

Sealed with our seals, and dated this 9th day of April, 1996

The condition of the above obligation, That whereas the above bound

Leland C. Slay was duly Re-appointedto the office of Notary Public State at Large on the 9th day of April, 1996; for theterm of Four years from the 9th day of April, 1996in Precinct No. 1 in and for said County.Now, if the said Leland C. Slay shall faithfully perform and dis-

charge all the duties of said office during his continuance therein then the above obligation to be void,

otherwise to remain in full force and effect.

Leland C. Slay (L.S.)

(L.S.)

Fidelity and Deposit Company of Maryland (L.S.)By: Virginia Roberts (L.S.)
Virginia Roberts, Attorney-In-FactTaken and approved this 15th day of April, 1996.Patricia Lynn Schumacher
Judge of Probate.

THE STATE OF ALABAMA,

OATH OF OFFICE

I, Leland C. Slay solemnly swear that I will support the constitution of the United States, and the constitution of the State of Alabama, so long as I continue a citizen thereof; and that I will faithfully and honestly discharge the duties of the office upon which I am about to enter, to the best of my ability. So help me God.Subscribed and sworn to before me this 9thday of April, 1996.Donna T. Slay
Notary Public.Leland C. Slay
Leland C. Slay04/15/1996-12218
02:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SMA 17.00

1996-12218

Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
HOME OFFICE, BALTIMORE, MD

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by C. M. PECOT, JR., Vice-President, and C. W. ROBBINS, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint W. E. Storer, Frank House, Kenneth E. Burns, Virginia Roberts and Ben Thompson, all of Birmingham, Alabama, EACH.....

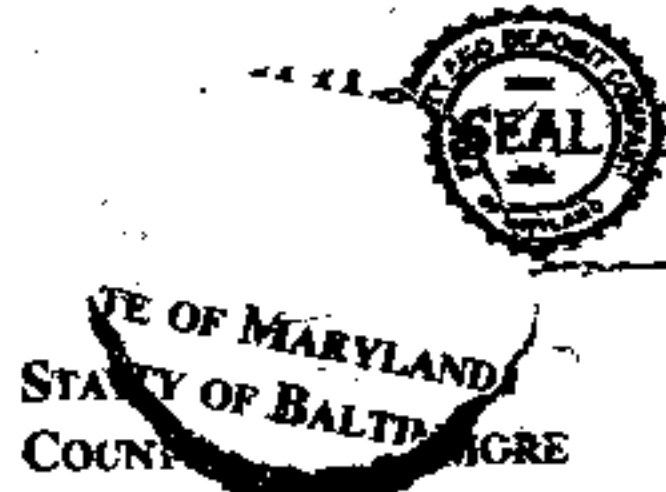
its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: any and all bonds and undertakings.....

And the execution of such bonds or undertakings in pursuance of these presents shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of W. E. Storer, et al, dated October 19, 1992.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 27th day of May, A.D. 1994.

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



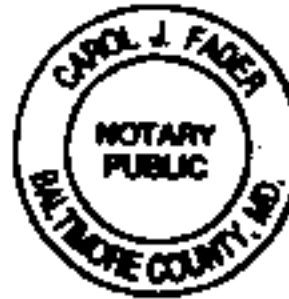
C. W. Robbins
Assistant Secretary

By [Signature]
Vice President

SS:

On this 27th day of May, A.D. 1994, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came C. M. PECOT, JR., Vice-President and C. W. ROBBINS, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



[Signature]
CAROL J. FADER Notary Public
My Commission Expires August 1, 1996

CERTIFICATE

I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the original Power of Attorney of which the foregoing is a full, true and correct copy, is in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 16th day of July, 1969.

RESOLVED: "That the facsimile or mechanically reproduced signature of any Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company, this 9th day of April, 1996

[Signature]
Assistant Secretary

EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertakings, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages, . . . and to affix the seal of the Company thereto."

Inst # 1996-12218

**04/15/1996-12218
02:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 SNA 17.00**