

THIS GENERAL DURABLE POWER OF ATTORNEY WAS PREPARED BY:

FRANK L. NELSON, Esq.

200 Cahaba Park Circle

SUITE 114

BIRMINGHAM, AL 35242

STATE OF ALABAMA)

SHELBY COUNTY)

GENERAL DURABLE POWER OF ATTORNEY

KNOWN ALL MAY BE THESE PRESENTS: That I, Meade Belden McLester, a legal resident of Shelby County, State of Alabama have made, constituted, and appointed my Son, James Bowron McLester, my trust and lawful attorney to act in, manage, and conduct all my affairs, and for the purpose for me and in my name, place, and stead, and for my use and benefit, and as my act and deed, to do and execute, or to concur with persons jointly interested with myself therein in the doing or executing of, all or any of the following acts, deeds, and things, that is to say:

(1) To buy, receive, lease, accept, or otherwise acquire, to sell, convey, mortgage, hypothecate, pledge, quitclaim, or otherwise encumber or dispose of, or to contract or agree to the acquisition, disposal or encumbrance of, any property whatsoever, and wheresoever situated, be it real, personal, or mixes, 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 of 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;

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

(4) To make, endorse, guarantee, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, bill of sale, agreements, certificates, and deliver deeds, assignments, bills of sale, agreements, certificates, hypothecations, checks, notes, mortgages, bonds, vouchers, receipts, releases, and such other instrument 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 offices, credit unions, savings and loan associations, and similar institutions, exercise any right, option or privilege pertaining thereto; and to open or establish accounts, holdings or interest of whatever kind or nature, with any such institution, in my name or in my said attorney's name or in both our names jointly, with or without right of survivorship;

(6) To institute, prosecute, defend, compromise, settle, arbitrate, assign, release and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, arrests, liens, levies, 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, other securities or other investments, rights, or interests, I may now or hereafter hold;

(8) To engage and dismiss agents, counsels, attorneys, accountants, 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 thing fit, in connection with the premises;

(9) To prepare, execute, and file income, ad valorem, gift, estate, and other tax returns, and other governmental reports, declarations, applications, requests, and documents, in connection with the premises;

(10) To take possession, and order the removal and shipment, of any of my property to or from any residence, warehouse, depot, dock or other place of storage or safekeeping, governmental or private; and to execute and deliver any release, voucher, receipt, shipping ticket, certificate, or any other instrument necessary or convenient for such purpose;

(11) To act as my attorney-in-fact or proxy in respect to any policy of insurance on my life and in that capacity to exercise any right, privilege, or option which I may have thereunder or pertaining thereto, excluding, however, the right to change the beneficiary, the right to change the method of payment of the insurance proceeds, and the right to make a case surrender of the policy as distinguished from a surrender of the policy for loan, conversion or other purposes as provided therein;

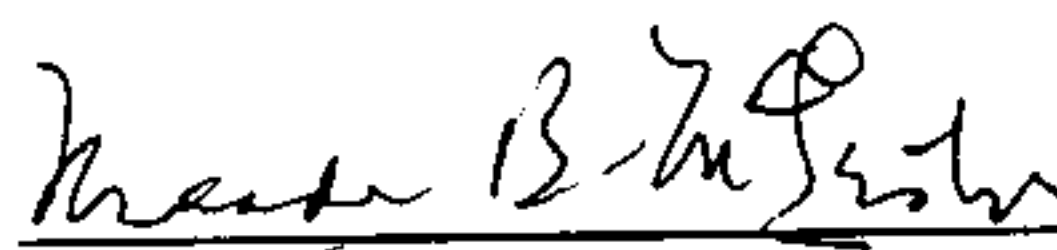
GIVING AND GRANTING unto my said attorney full power and authority to do and perform all and every act, deed, matter, and thing whatsoever in and about my estate, property, and affairs set forth above as fully and effectually to all intents and purposes as I might or could do in my own proper person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

This DURABLE POWER OF ATTORNEY shall not be affected by disability, incompetency, or incapacity of the principal. I further hereby nominate by this

GENERAL DURABLE POWER OF ATTORNEY, James Bowron McLester as guardian, conservator, curator or other fiduciary or protector of my person for consideration by the appropriate court if proceedings to appoint a fiduciary or protector of my person are hereafter commenced.

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 representative, and assigns; whether the same 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 received by any person acting in reliance hereon. This GENERAL DURABLE POWER OF ATTORNEY may be filed for record in any public office.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this the 1st day of NOVEMBER, 1996. Signed in multiple counterparts, each of which is an original, but all of which constitute on and the same instrument.



Meade Belden McLester (Grantor)

STATE OF ALABAMA)
SHELBY COUNTY)

I, the undersigned, a notary public in and for said County and State hereby certify that Meade Belden McLester, whose name is signed to the foregoing Power of Attorney, and who is known to me, acknowledge that before me on this day being informed of the contents of the Power of Attorney, he executed the same voluntarily on the day the same bears the date.

Given under my hand this the 1st day of NOVEMBER, 1996.



NOTARY PUBLIC

My commission expires: 10/9/98

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