

LIMITED POWER OF ATTORNEY

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

KNOW ALL MEN BY THESE PRESENTS, that I, MARIAN M. WASHBURN (Principal), do by these presents make, constitute and appoint MICHAEL R. WASHBURN as my true and lawful agent and Attorney-in-Fact (hereinafter referred to as "Agent") to do and perform for me and in my name, place and stead, and for my use and benefit, to execute any and all documents necessary to sell the property located at 1000 LINKSIDE DRIVE HOOVER, ALABAMA 35242 located in SHELBY County, Alabama, under that certain contract dated 10/18/96. The powers granted shall include the power to execute and deliver any and all contracts, amendments to contracts, deeds, lien waivers, settlement statements, limited powers of attorney, etc. required to consummate the sale of the subject property described below:

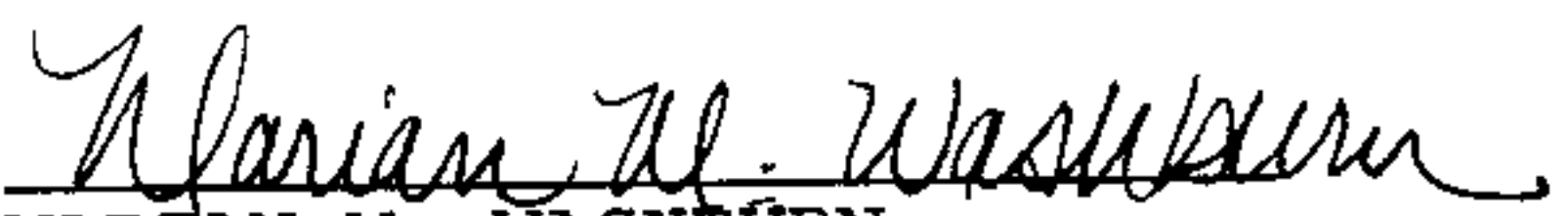
LOT 4-A ACCORDING TO THE SURVEY OF LINKSIDE AT GREYSTONE, RESURVEY #1 AS RECORDED IN MAP BOOK 17, PAGE 56 IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA

I further give and grant unto my said Attorney-in-Fact and Agent full power and authority to do and perform every act necessary and proper to be done and the exercise of any of the foregoing powers as fully as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said Agent shall lawfully do or cause to be done virtue hereof.

This Power of Attorney shall not be effected by disability, incompetency, or incapacity of Principal.

The execution and delivery by Agent of any conveyance, paper, instrument or document in my name and behalf shall be conclusive evidence of Agent's approval of the consideration therefore, and of the form and contents thereof, and that Agent deems the execution thereof on my behalf necessary or desirable.

IN WITNESS WHEREOF, the undersigned has executed this Limited Power of Attorney on the 26 day of December, 1996.

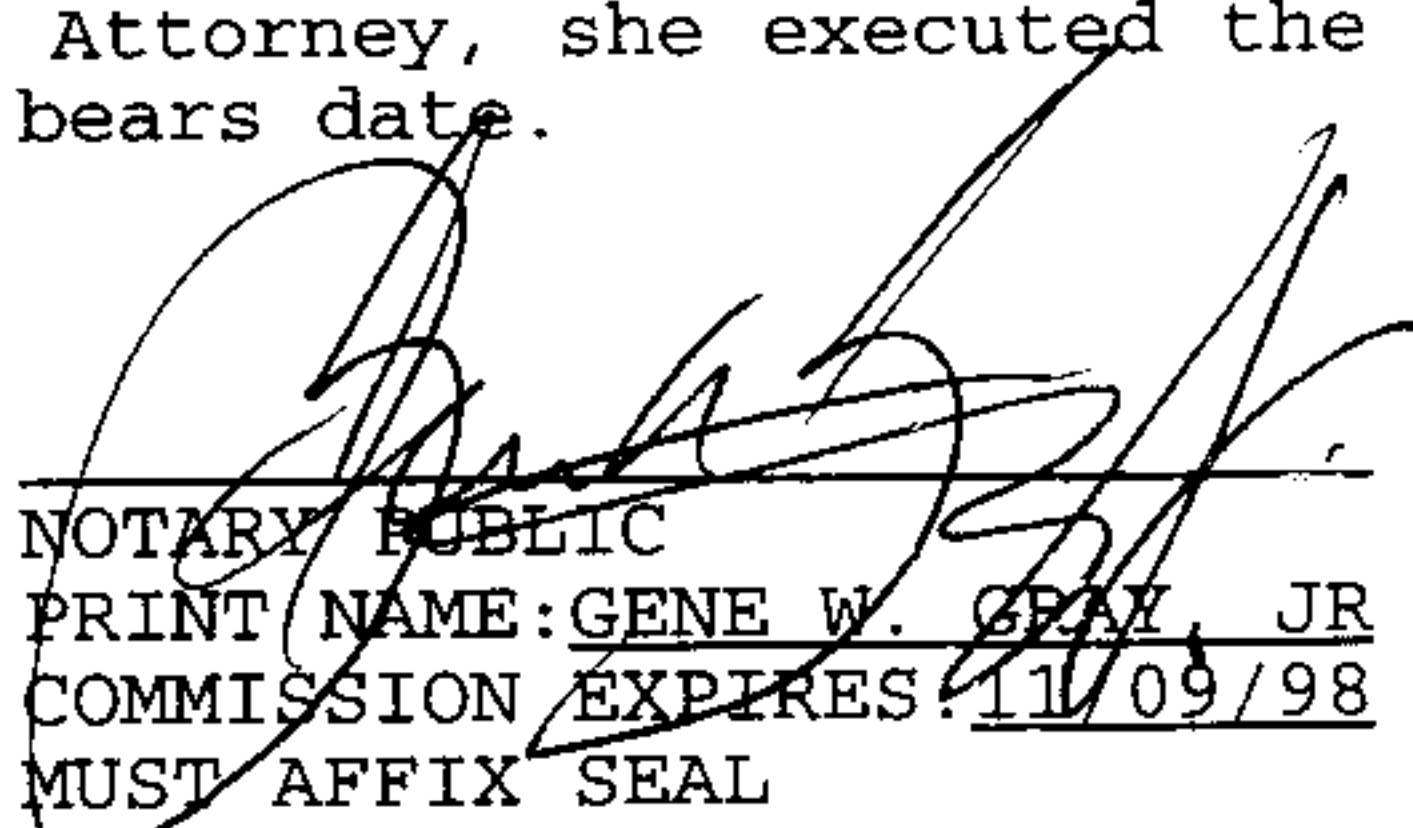

MARIAN M. WASHBURN
lost # 1997-00188

01/03/1997-00188
08:41 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 HOD 11.00

lost # 1997-00188

STATE OF ALABAMA)
)
COUNTY OF JEFFERSON)

I, the undersigned, a Notary Public in and for the said County and State hereby certify that MARIAN M. WASHBURN whose name is signed to the foregoing Limited Power of Attorney, and who is known to me, acknowledged before me on this day, that being, informed on the contents of this Limited Power of Attorney, she executed the same voluntarily on the date the same bears date.



NOTARY PUBLIC
PRINT NAME: GENE W. GRAY, JR
COMMISSION EXPIRES: 11/09/98
MUST AFFIX SEAL

PREPARED BY:
GENE W. GRAY, JR.
2100 SOUTHBRIDGE PARKWAY
SUITE 638
BIRMINGHAM, ALABAMA 35209

151 # 1997-00188

01/03/1997-00188
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SHELBY COUNTY JUDGE OF PROBATE
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