

STATE OF ALABAMA)
)
SHELBY COUNTY)

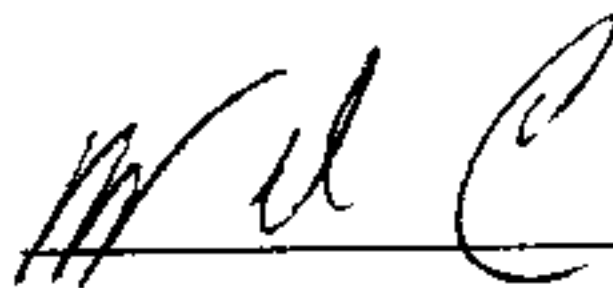
DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, William Douglas Cray, a resident of Shelby County, in the State of Alabama, have this day constituted and appointed my wife, Marjorie Gene Cray, a resident of Shelby County, in the State of Alabama, my true and lawful attorney for me and in my name to:

1. To ask, demand, sue for, recover and receive all sums of money, debts, dues, goods, wares, merchandise, chattels, effects, and things of whatsoever nature and description which now or hereafter shall be or become due, owing, payable, or belonging to me in or by right, title, ways, or means, howsoever, and upon receipt thereof to make, sign, execute and deliver such receipts, releases or other discharges for the same respectively as my attorney shall think fit or be advised.

2. To settle any account or reckoning whatsoever wherein I now am or at any time hereafter shall be in any wise interested or concerned, with any person whomsoever, and to pay or receive the balance thereof as the case may require.

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Inst # 2000-16409

05/18/2000-16409
11:28 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 NWS 26.00

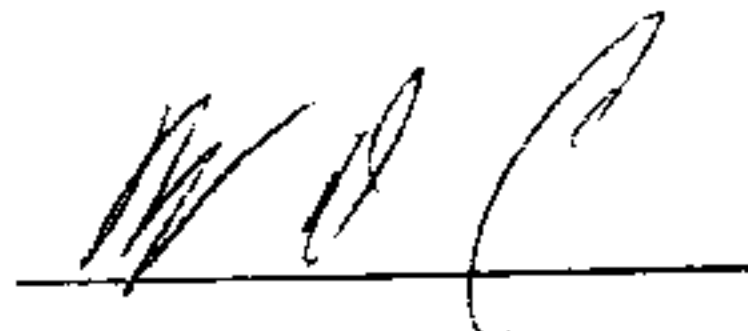
3. To receive every sum of money which now is or hereafter shall be due or belonging to me upon the security of or by virtue of any mortgage and on receipt of the full amount secured thereby to execute a good and sufficient release or other discharge of such mortgage by deed or otherwise.

4. To commence, prosecute, discontinue, or defend all actions or other legal proceedings touching my estate or any part thereof, or touching any matter in which I or my estate may be in any wise concerned.

5. To enter into and upon all and singular my real estate, and to let, manage and improve the same or any part thereof, and to repair or otherwise improve or alter, and to insure any building thereon.

6. To contract with any person for leasing for such periods, at such rents and subject to such conditions as my attorney shall see fit, all or any of my said real estate, and any such person to let into possession thereof, and to execute all such leases and contracts as shall be necessary or proper in that behalf, and to give notice to quit to any tenant or occupier thereof, and to

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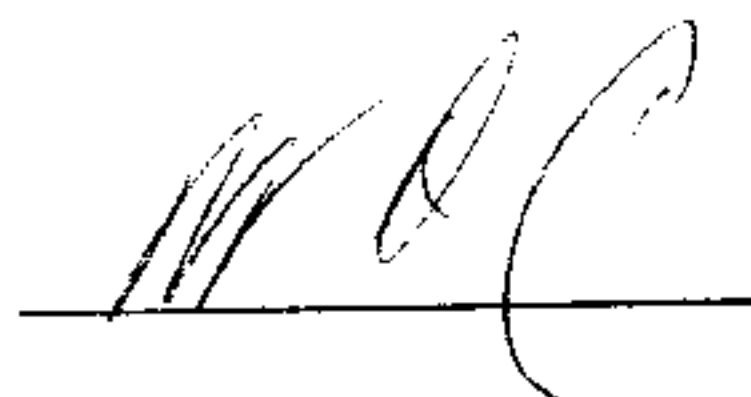


receive and recover from all tenants and occupiers thereof or any part thereof all rents, arrears of rent, and sums of money which now are or shall hereafter become due and payable in respect thereof, and also on non payment thereof or any part thereof to take all necessary or proper means and proceedings for determining the tenancy or occupation of such tenant or occupiers, and for ejecting the tenants or occupiers and recovering the possession thereof.

7. To sell, either at public or private sale, or exchange any part or parts of my real estate or personal property for such consideration and upon such terms as my attorney shall think fit, including credit sales, and to execute and deliver good and sufficient deeds or other instruments for the conveyance or transfer of the same with such covenants of warranty or otherwise as my attorney shall see fit, and to give good and effectual receipts for all or any part of the purchase price or other consideration.

8. To deposit monies which may come into my attorney's hands as such attorney with any bank or banker in my name, and any of such money or any other money to which I am entitled which is now

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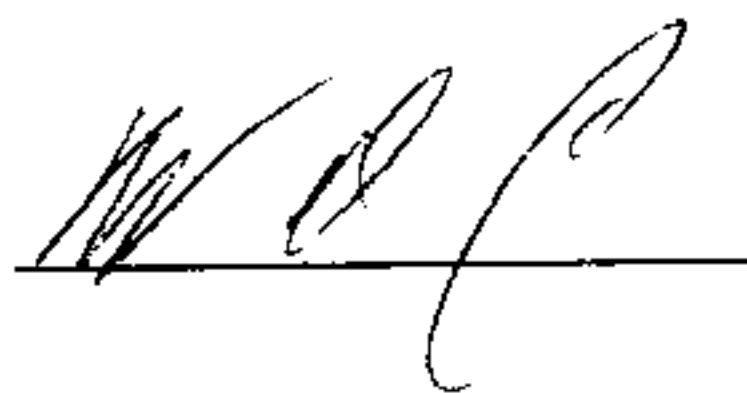


or shall be so deposited to withdraw, and either employ as my attorney shall think fit in such payment of any debts, or interest, payable by me, or taxes, assessments, insurance, and expenses due and payable or to become due and payable on account of my real and personal estate, or in or about any of the purposes herein mentioned, or otherwise for my use and benefit, or to invest in my name in any stocks, shares, bonds, securities or other property, real or personal, as my attorney may think proper, and to receive and give receipts for any income or dividend arising from such investments, and all and any such investment or other investments, to vary and dispose of for my use and benefit as my attorney may think fit.

9. To borrow any sum or sums of money on such terms with such security, whether real or personal property, as my attorney may think fit, and for that purpose to execute all promissory notes, bonds, mortgages, and other instruments which may be necessary or proper.

10. To exercise any powers and duties vested in me, whether solely or jointly with any other or others as executor, administrator, trustee or in any other fiduciary capacity, so far

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~~as such~~ power is capable of being validly delegated.

11. For all or any of the purposes of these presents to enter into and sign, seal, execute, acknowledge and deliver any contracts, deeds, or other instruments whatsoever, and to draw, accept, make, indorse, discount, or otherwise deal with any bills of exchange, checks, promissory notes, or other commercial or mercantile instruments.

12. To vote at the meetings of stockholders or other meetings of any corporation or company, or otherwise to act as my attorney or proxy in respect of any stock, shares, or other instruments now or hereafter held by me therein, for that purpose to execute any proxies or other instruments.

13. In general to do all other acts, deeds, matters, and things whatsoever in or about my estate, property and affairs, to concur with persons jointly interested with myself therein in doing all acts, deeds, matters and things herein, either particularly or generally described, as fully and effectually to all intents and purposes as I could do in my own proper person, if personally present.

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----- Durable Power of Attorney of William Douglas Cray -----

14. And I, the undersigned, do hereby ratify and confirm and ~~promise~~ at all times to ratify and confirm all and whatsoever my attorney shall lawfully do or cause to be done in and about the premises by virtue of these presents, and generally to do and perform all things necessary in or about the premises as fully and effectually in all respects as I could do if personally present.

It is my intention that this is a valid and usable power of attorney that my said attorney may use from the date of its signing. This power of attorney shall not be affected by disability, incompetency, or incapacity of the principal, it being my intention to create a durable power of attorney which shall be exercisable notwithstanding my subsequent disability, incompetency or incapacity. The terms "disability", "incompetency", or "incapacity", as used herein shall not require a Court of Law or Equity to determine my physical or mental ability, capacity or competency, and that such determination shall be made by my said attorney, relying to the extent my said attorney deems advisable, on the information submitted by my personal physician and members of my immediate family. The determination by my said attorney of my disability, incompetency, incapacity, or my recovery therefrom, shall be made in good faith and all determinations relating thereto

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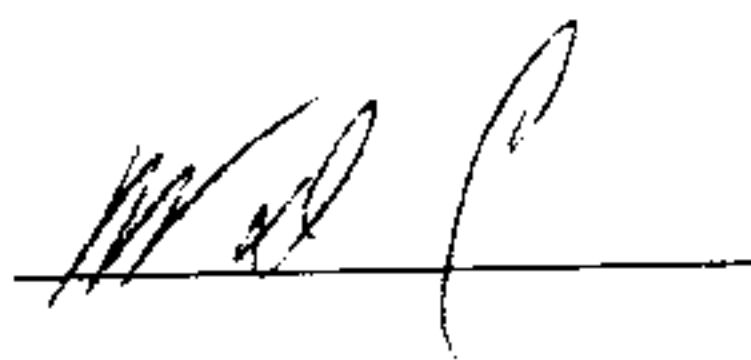
----- Durable Power of Attorney of William Douglas Cray -----

shall not subject my said attorney to any liability for damages or otherwise to me, my heirs, personal representatives and next-of-kin, unless my said attorney's determinations are made maliciously or with intentional disregard of my said attorney's duty of good faith. I further direct that photocopies of this power of attorney, certified to be true and correct copies by any Notary Public, shall have the same force and effect as the original.

If my said wife, Marjorie Gene Cray, shall predecease me, shall fail or refuse to act hereunder, or having acted, shall die, resign or become incapacitated, then I hereby constitute and appoint my brother, Donald Kennedy Cray, to be my true and lawful attorney, to act for me and in my name and to have all the power, duty and authority hereinabove conferred, and if my said brother, Donald Kennedy Cray, shall predecease me, shall fail or refuse to act hereunder, or having acted, shall die, resign or become incapacitated, then I hereby constitute and appoint my niece, Judith Leigh Cray Smith, to be my true and lawful attorney, to act for me and in my name and to have all the power, duty and authority hereinabove conferred.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

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----- Durable Power of Attorney of William Douglas Cray -----

the 2nd day of October, 1996.


William Douglas Cray (SEAL)

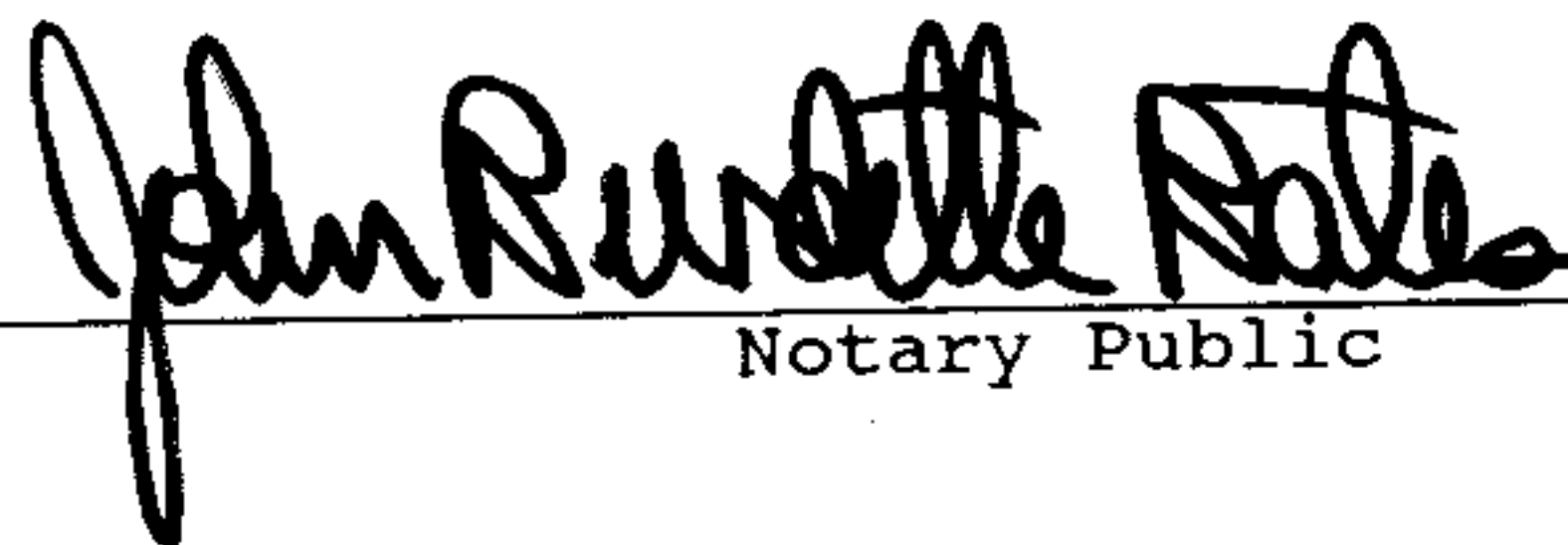
STATE OF ALABAMA)
)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that William Douglas Cray, whose name is signed to the foregoing power of attorney and who is known to me, acknowledged before me on this day, that, being informed of the contents of the power of attorney, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office this the 2nd day of October, 1996.

MY COMMISSION EXPIRES:

7/29/98


Notary Public

This instrument was prepared by: John Burdette Bates, Attorney
#10 Office Park Circle
Suite 122
Birmingham, Alabama 35223

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