

LIMITED POWER OF ATTORNEY

Cpl. Torwin
STATE OF ALABAMA)
ALABAMA)
COUNTY OF SHELBY)
ventured
SHELBY

Inst # 2000-41442

12/04/2000-41442
09:25 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
HMB 14.00
002

KNOW ALL MEN BY THESE PRESENTS, that we, MICHAEL D. BAILEY AND STACEY ANN BAILEY, (Principals), do by these presents make, constitute and appoint WILLIAM E. BAILEY as our true and lawful agent and Attorney-in-Fact (hereinafter referred to as "Agent") to do and perform for us and in our name, place and stead, and for our use and benefit, to execute any and all documents necessary to sell the property located at 531 HUNTER HILLS WAY, CHELSEA, ALABAMA 35043, located in SHELBY County, Alabama, under that certain contract dated OCTOBER 29, 2000. 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 13, ACCORDING TO THE SURVEY OF HUNTER HILLS, PHASE THREE, AS RECORDED IN MAP BOOK 23, PAGE 79, IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA.

We further give and grant unto our 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 we might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that our said Agent shall lawfully do or cause to be done by virtue hereof.

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

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

IN WITNESS WHEREOF, the undersigned have executed this Limited Power of Attorney on the 21ST day of NOVEMBER, 2000.

Michael D. Bailey
MICHAEL D. BAILEY

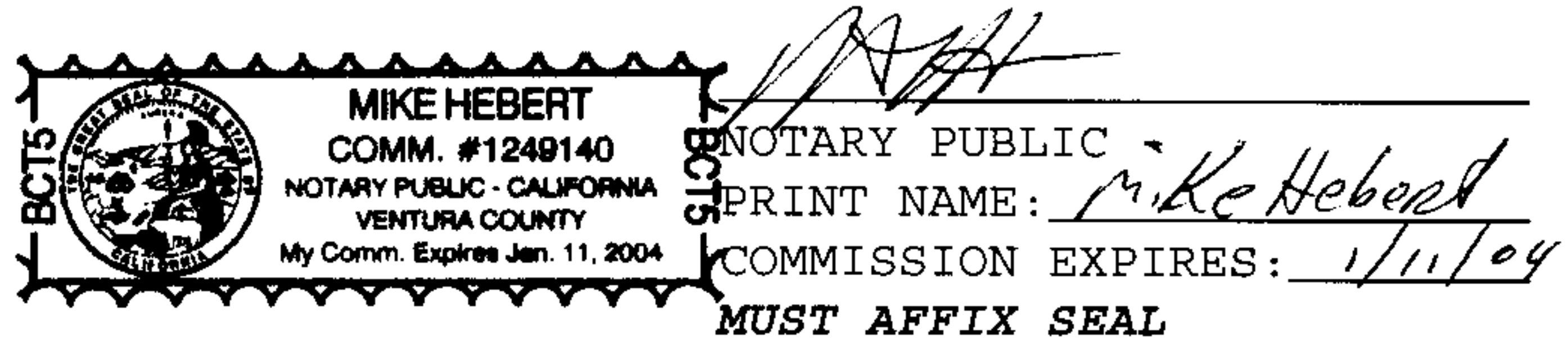
Stacey Ann Bailey
STACEY ANN BAILEY

STATE OF CALIFORNIA
COUNTY OF ventured

I, the undersigned, a Notary Public in and for the said County and State hereby certify that MICHAEL D. BAILEY, 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, he executed the same voluntarily on the date the same bears date.

Given under my hand and official seal of office this 21st day of NOVEMBER, 2000.



STATE OF CALIFORNIA
COUNTY OF Ventura

I, the undersigned, a Notary Public in and for the said County and State hereby certify that **STACEY ANN BAILEY**, 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.

Given under my hand and official seal of office this 21st day of NOVEMBER, 2000.

NOTARY PUBLIC
PRINT NAME: Mike Hebert
COMMISSION EXPIRES: 1/11/04
MUST AFFIX SEAL

PREPARED BY:
GENE W. GRAY, JR.
2100 SOUTHBRIDGE PKWY
SUITE 638
BIRMINGHAM, AL 35209



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