

STATE OF ALABAMA

SHELBY COUNTY

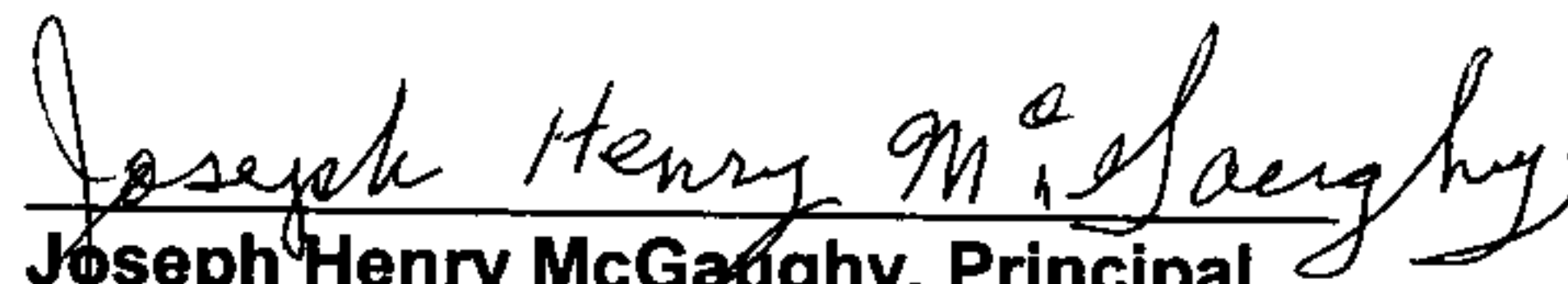
DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Durable Power of Attorney, that I, **Joseph Henry McGaughy**, of Shelby County, State of Alabama, the undersigned, **DO HEREBY MAKE, CONSTITUTE AND APPOINT Ann McGaughy**, of Shelby County, State of Alabama, my true and lawful Attorney in Fact, for me and in my name, place and stead, and on my behalf and for my use and benefit, to do, perform and execute all and every act that I may legally do through an attorney in fact, and every proper power necessary to carry out the purposes for which this power is granted, with full power of substitution and revocation, hereby ratifying and affirming that which the said **Ann McGaughy** or her substitute shall lawfully do or cause to be done by herself or her substitute lawfully designated by virtue of the power hereby conferred upon her.

The rights, powers and authority of my said Attorney in Fact herein granted shall commence upon the execution of this instrument and shall be in full force and effect upon execution of this instrument; the authority herein conferred shall not be affected by disability, incompetency, or incapacity of said principal, **Joseph Henry McGaughy**; and such right, powers and authority shall remain in full force and effect until the death of the principal **Joseph Henry McGaughy**. Any action taken in good faith pursuant to the foregoing authority without actual knowledge of my death shall be binding upon me, my heirs, assigns, and personal representatives.

IN WITNESS WHEREOF, as Principal, I have signed this Durable Power of Attorney at 968 Main Street - Suite E, Montevallo, Alabama 35115, this the 28th day of March, 2002, and I have directed that photographic copies of this power be made which shall have the same force and effect as an original.

Witness my hand and seal, this the 28th day of March, 2002.


Joseph Henry McGaughy, Principal

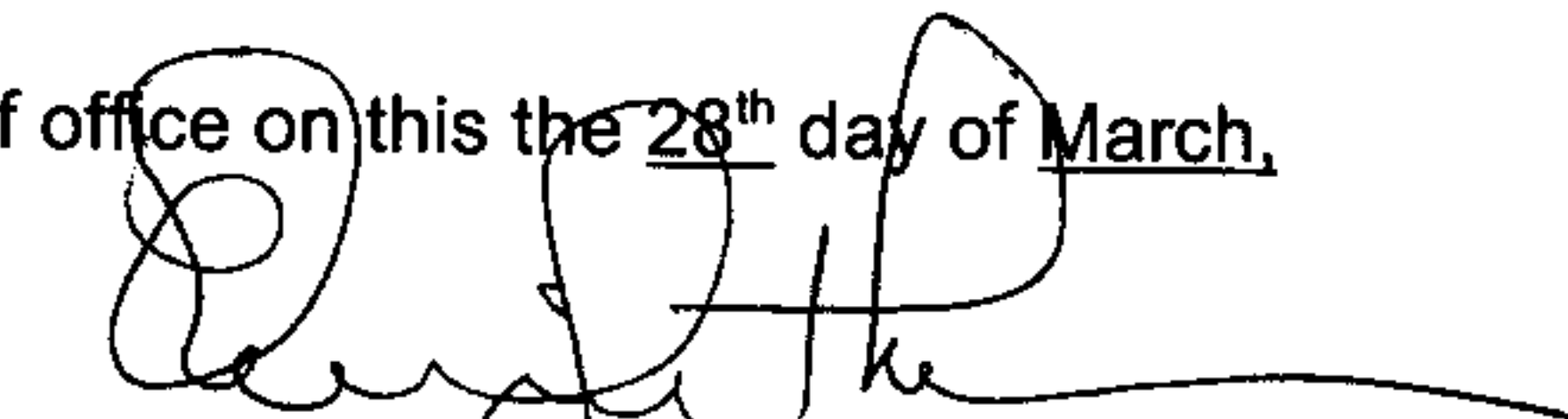
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ACKNOWLEDGMENT

I, Chris Smitherman, a Notary Public in and for said County and State, hereby certify that Joseph Henry McGaughy, 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 thereof, he voluntarily executed the same on the day of its date.

Given under my hand and official seal of office on this the 28th day of March, 2002.


NOTARY PUBLIC
My commission Expires: 5/13/04

THIS INSTRUMENT WAS PREPARED BY:
CHRISTOPHER R. SMITHERMAN
ATTORNEY AT LAW
POST OFFICE BOX 261
968 MAIN STREET - SUITE E
MONTEVALLO, ALABAMA 35115
(205) 665-4357

Inst # 2002-17280

04/15/2002-17280
08:50 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
001 MSB 11.00