

STATE OF ALABAMA
COUNTY OF SHELBY

DURABLE POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, **Kevin D. Wagner**, a legal resident of Shelby County, Alabama, have made, constituted, and appointed and by these presents do make, constitute, and appoint **Michele Wagner**, my true and lawful attorney to act in, manage, and conduct all my affairs, and for that 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 acts, deeds and things set out herein. This Power of Attorney shall become effective immediately and shall not be affected by the disability, incompetency, or incapacity of the Principal.

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

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

4. To make, endorse, accept, receive, sign, seal, execute, acknowledge, and deliver deeds, assignments, agreements, certificates, hypothecations, checks, notes, bonds, vouchers, receipts, releases, and such other instruments 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; to exercise any right, option, or privilege pertaining thereto; and to open or establish account, holdings or interests of whatever kind or nature, with any such institution, in my name or in my attorney's name or in both our names jointly, either with or without right of survivorship.

6. To institute, prosecute, defend, compromise, arbitrate, and dispose of legal, equitable, or administrative hearings, actions, suits, attachments, arrests, 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, bonds, or other investments, rights, or interests, I may now or hereafter hold;

8. To engage and dismiss agents, counsels, 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 think fit;

9. To prepare, execute, and file income and other tax returns, and other governmental reports, declarations, applications, requests, and documents;

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 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 cash surrender of the policy as distinguished from a surrender of the policy for loan, conversion, or other purposes as provided therein.

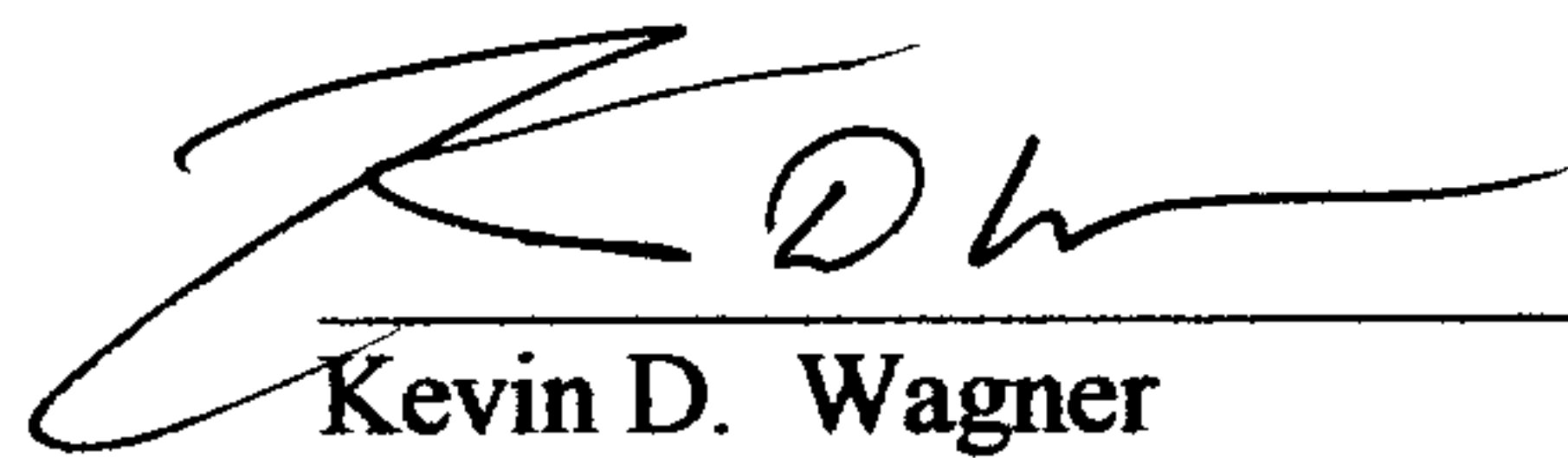
12. To make health care decisions for me if and when I am unable to make my own health care decisions, including the power to give, or to refuse to give, consent to any licensed physician, psychiatrist or psychologist to render or to withhold or stop any legally authorized medical, dental, health, or mental health service, treatment or diagnostic procedure proposed to be administered to me or on my behalf or for my benefit; and to talk with health care personnel, obtain information and sign forms necessary to carry out those decisions, as well as to execute authorizations for medical treatment and for the administration of drugs, therapy, testing, radiological treating, anesthetic drugs and devices, surgery, cosmetic surgery, reconstructive surgery, blood transfusions, feeding tubes, ventilators, respirators, and in general for any type of medical treatment administered by any practitioner of the healing arts (including but not limited to medical doctors, registered nurses, licensed practical nurses, therapists, allied health professionals, home health agencies, psychiatrists and psychologists), and to do all such acts and things as fully and effectually in all respects, and to all of the same intents and purposes, as I myself could do by my own hand, or in my own person, if present and acting.

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 as fully and effectually to all intents and purposes as I might or could do in my own proper

person if personally present, the 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 of these presents.

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 representatives, and assigns; whether the same shall 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.

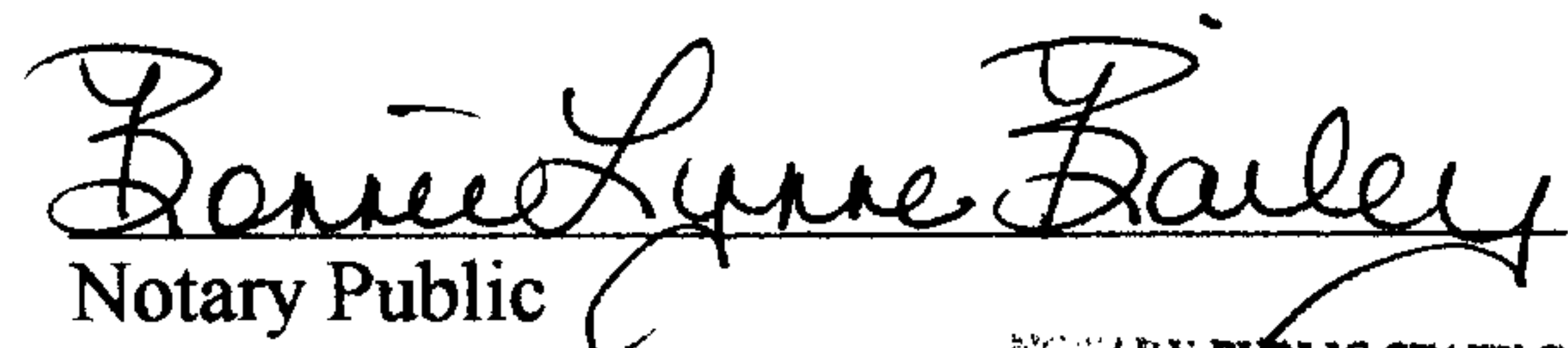
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of JULY, 2002.

 (SEAL)
Kevin D. Wagner

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, do hereby certify, that I am a duly commissioned, qualified and authorized notary public in and for the County of Shelby, State of Alabama; and that Kevin D. Wagner, grantor in the foregoing Durable Power of Attorney, dated this date, and hereto annexed, who is personally well known to me as the person who executed the foregoing Durable Power of Attorney, appeared before me this day within the territorial limits of my authority, and being first duly sworn executed said instrument after the contents thereof had been read and duly explained to him, and acknowledged that the execution of said instrument by her was his free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 24th day of July, 2002.


Notary Public

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 2, 2004
BONDED THIRD PARTY PUBLIC UNDERWRITERS