

Prepared By:

Dawn Bagwell

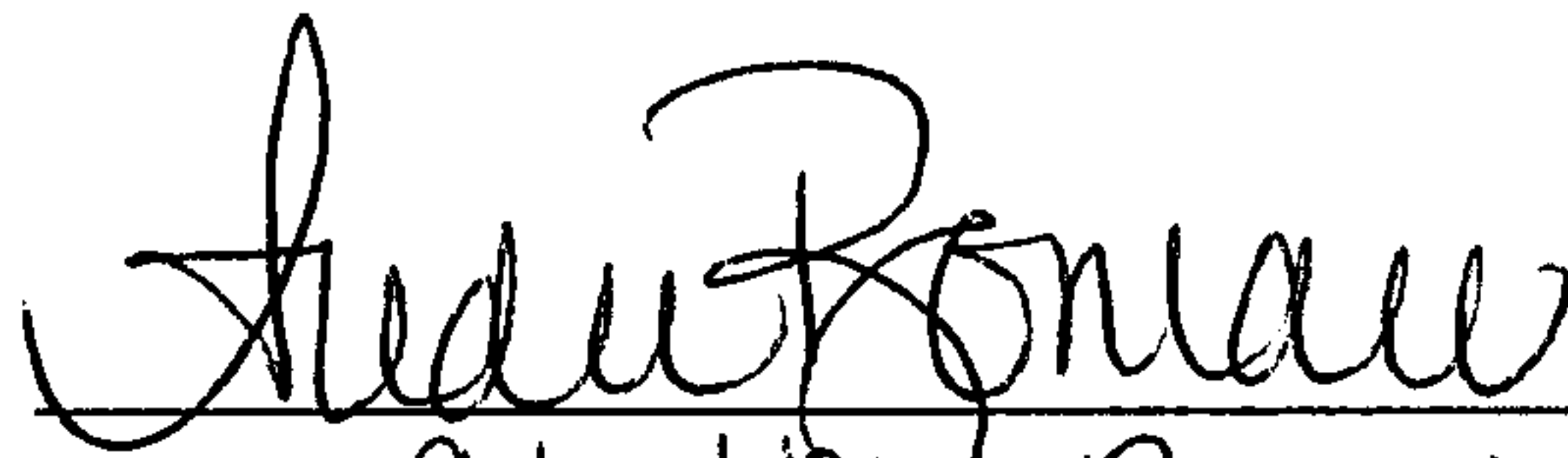
David P. Condon, PC.

100 Union Hill Dr., Ste. 200

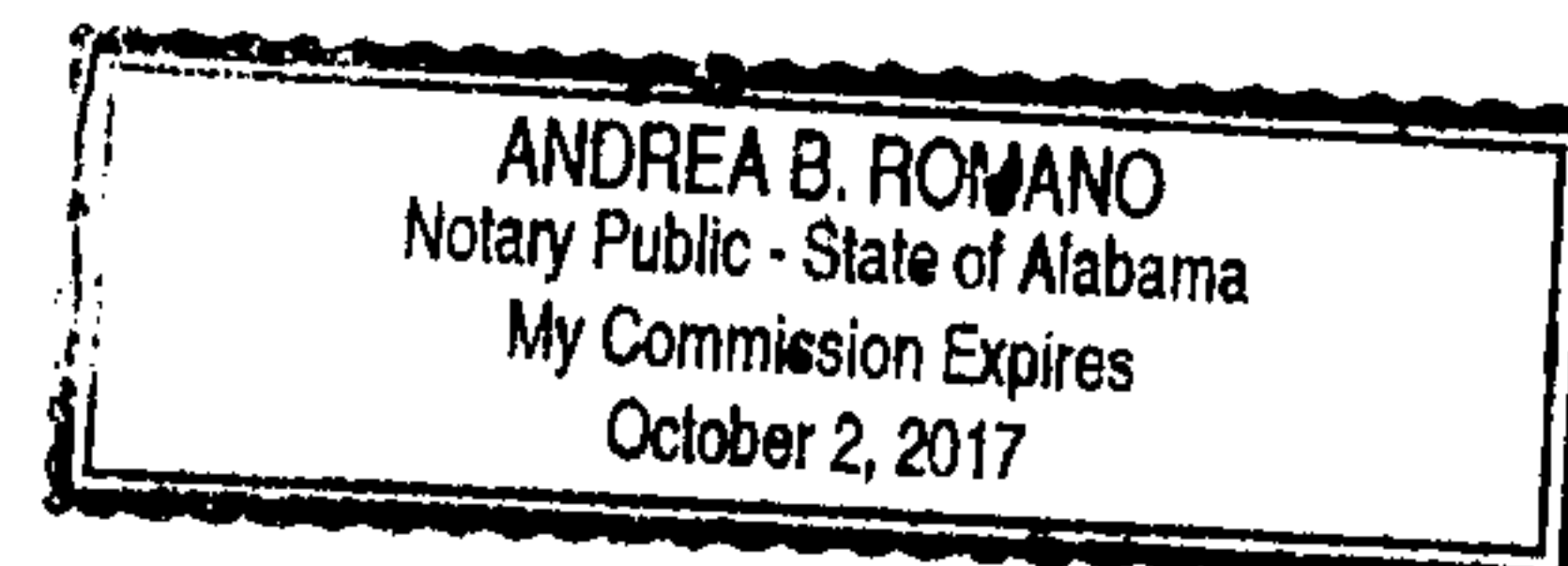
Birmingham, AL 35209

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Shelby Cnty Judge of Probate, AL
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The original Durable Power of Attorney could not be located for the closing by Sam A. Ferlist. The Durable Power of Attorney for Sam A. Ferlist is a true & correct copy of the original.


Andrea Romano
Notary Public

My commission Expires: 10-2-2017



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Prepared By: David P. Coudon PC.
William Hall Dr, Suite 200
Birmingham, AL 35209

I CERTIFY THIS TO BE A TRUE
AND CORRECT COPY OF THE
ORIGINAL

DURABLE POWER OF ATTORNEY

1. KNOW ALL MEN BY THESE PRESENTS: That I, SAM A. FERLISTI, residing at 1253 Graylynn Drive, Birmingham, Jefferson County, Alabama 35216, hereby make, constitute and appoint ANNA LEE FERLISTI as my true and lawful attorney (my "Attorney-in-Fact"), to act in, manage and conduct all of my affairs and, for that purpose, in my name, place and stead, to do and execute all or any of the following acts, deeds and things:

(a) To have and gain entry and access to my safety deposit box or vault at any time; to remove any or all contents thereof; to sign any papers or documents relating thereto; to deposit any papers, documents or securities in such safety deposit box or vault and to do with respect to any of the contents of said safety deposit box or vault as my Attorney-in-Fact may see fit;

(b) To sell, lease, exchange or dispose of any of my real estate and/or personal property to any person or persons, for any price, and upon such terms and conditions, for cash or on credit, as she may deem fit, and to execute any contracts, conveyances, or other instruments whatsoever, with full covenants of warranty;

(c) To demand, recover and receive, all and any sums of money, debts or effects, due, payable, coming or belonging to me;

(d) To borrow sums of money from time to time from any person, firm or corporation, including the borrowing of any sums from any insurance company, and to make and execute promissory notes, mortgages, pledges of insurance policies and any other transfers of security;

(e) To sign checks and otherwise withdraw funds from any bank accounts or other accounts, to endorse any checks, to deposit any checks or other sums in any bank account;

(f) To purchase any goods, merchandise, stocks, bonds or other personal property, on my account and for such prices and in such amounts as she may deem proper;

(g) To settle and adjust all accounts and demands now subsisting or which may hereafter subsist between me and any person or persons as she may deem proper;

(h) To pay and discharge all debts and demands due or payable or which may hereafter become due and payable by me unto any persons, firms or corporations;

(i) To redeem or cause to be redeemed any bonds, including United States Government Bonds, belonging to me;



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(j) To vote at the meetings of stockholders or other meetings of any corporation, to act as my Attorney-in-Fact or proxy in respect of any stocks, shares or other instruments now or hereafter held by me therein, and for that purpose to execute any proxies or other instruments;

(k) To commence and prosecute any suit or action which she shall deem proper for the recovery, possession or enjoyment of any thing or matter which is or which may hereafter be due, payable or belonging to me; to defend any suit or action which may be brought against me or in which I may be interested as she shall deem proper;

(l) To sign, make, execute and file any Federal or State income or gift tax returns, claims for refund and to defend me against any proposed additional taxes;

(m) To make health care decisions for me; provided, however, that this particular power shall exist only when I am unable, in the judgment of my attending physician, to make those health care decisions. My Attorney-in-Fact shall have the power to make health care decisions on my behalf, including making decisions regarding my medical or domiciliary care, including admissions to hospitals or other institutions or placement in a nursing home, to consent to, to refuse to consent to, or to withdraw consent to the provision of any care, treatment, surgery, service or procedure to maintain, diagnose or treat a physical or mental condition, as well as the right to sign such medical forms as may be necessary to carry out such decisions, talk with health care personnel, examine my medical records and to consent to the disclosure of such records;

(n) To file claims for medical insurance and to obtain information from any insurance company with respect to any policy of health or medical insurance under which I am insured; to have access to my medical records and to obtain information of any type from any physician or other health care professional who may be treating me;

(o) I may have executed a Natural Death Declaration prepared in accordance with Alabama law, but I recognize that an occasion may arise when my physician may wish to consult with someone else regarding the utilization, withholding or withdrawal of certain medical procedures. If my attending physician is uncertain about my wishes regarding any particular procedure, I authorize my Attorney-in-Fact to consult with my physician in this regard.

(p) Notwithstanding the foregoing, any Natural Death Declaration signed by me shall take precedence in the event of a disagreement between my wishes expressed in that document and any decision favored by my Attorney-in-Fact.

(q) To generally do and perform all matters and things, transact all business, make, execute and acknowledge all contracts, orders, deeds or other conveyances, mortgages, leases and to execute all other instruments of every kind which may be necessary or proper to effectuate all powers hereinabove specifically granted, or any other matter or thing appertaining or belonging to me, with the same full powers, and to all intents and purposes, with the same validity as I could, if personally present (giving and granting unto my Attorney-in-Fact, full power to substitute one or more Attorneys-in-Fact under her, and the same at her pleasure to revoke); and hereby ratifying and confirming whatsoever my Attorney-in-Fact shall and may do, by virtue hereto.

2. The powers herein granted to my Attorney-in-Fact shall be exercisable by her at any time and from time to time.

3. This Power of Attorney shall remain in full force and effect and any party dealing with my Attorney-in-Fact at any time shall be fully protected and is hereby discharged, released and indemnified from so doing in respect of any matter relating hereto unless such particular party shall have received prior notice in writing of the revocation of this power.

4. THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY MY DISABILITY, INCOMPETENCY OR INCAPACITY AND MAY BE EXERCISED NOTWITHSTANDING ANY SUCH DISABILITY, INCOMPETENCY OR INCAPACITY AND NOTWITHSTANDING ANY UNCERTAINTY AS TO WHETHER I AM DEAD OR ALIVE.

5. If ANNA LEE FERLISI shall die, resign, become incompetent or otherwise cease to serve as my Attorney-in-Fact hereunder, then I make, constitute and appoint ANGELO FERLISI as my Attorney-in-Fact hereunder, or if he is unable to serve or ceases to serve as my Attorney-in-Fact, I appoint GERALD G. FERLISI as my Attorney-in-Fact hereunder, or if he is unable to serve or ceases to serve as my Attorney-in-Fact, I appoint VIRGINIA FERLISI SCALICI as my Attorney-in-Fact hereunder, or if she is unable to serve or ceases to serve as my Attorney-in-Fact, I appoint SAM A. FERLISI, JR. as my Attorney-in-Fact hereunder. Any such substitute Attorney-in-Fact shall have all of the powers, duties and authorities originally granted to my Attorney-in-Fact herein.

6. If at any time proceedings are commenced in any court to appoint a guardian, conservator or other fiduciary for me, then I nominate ANNA LEE FERLISI to serve as such fiduciary, and I direct that no bond be required with respect to this appointment. If ANNA LEE FERLISI shall die, resign, become incompetent or otherwise cease to serve as such fiduciary, then I nominate ANGELO FERLISI as my fiduciary hereunder, or if he is unable to serve or ceases to serve as my fiduciary, I appoint GERALD G. FERLISI as my fiduciary hereunder, or if he is unable to serve or ceases to serve as my fiduciary, I appoint VIRGINIA FERLISI SCALICI as my fiduciary hereunder, or if she is unable to serve or ceases to serve as my fiduciary, I appoint SAM A. FERLISI, JR. as my fiduciary hereunder. I direct that no bond be required with respect to this appointment of guardian, conservator or other fiduciary.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on OCT 15, 1996.

Sam A. Ferlisi (SEAL)
SAM A. FERLISI
1253 Graylynn Drive
Birmingham, Jefferson County, Alabama
35216

STATE OF ALABAMA)

COUNTY OF Jefferson

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that SAM A. FERLISI, whose name is signed to the foregoing Power of Attorney and who is known to me, acknowledged before me on this day, that, being fully informed of the contents of the foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on October 15, 1996.

Leah S. Blum
Notary Public

My Commission Expires: 6/5/97

(NOTARIAL SEAL)



Execution of Documents as Attorney-in-Fact

When executing any document as Attorney-in-Fact, you should sign the document indicating that you are signing in your capacity as Attorney-in-Fact. Since SAM A. FERLISI appointed you his Attorney-in-Fact, you should sign as follows:

"SAM A. FERLISI" (sign the principal's name)
by: ANNA LEE FERLISI (signature), his
Attorney-in-Fact.



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