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BOOK 77 PAGE 568

POWER OF ATTORNEY

2-12-98

KNOW ALL MEN BY THESE PRESENTS: THAT I, FADHEL ALKIFI, RESIDING IN NASHVILLE, TENNESSEE, BY THESE PRESENT DO MAKE, CONSTITUTE AND APPOINT MR. JAMIL BAHUR, MY LAWFUL ATTORNEY TO SET IN, MANAGE AND CONDUCT 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, AND DO AND EXECUTE, OR TO CONCUR WITH PERSONS JOINTLY INTERESTED WITH ME THEREIN IN THE DOING OR EXECUTING OF, ALL OR ANY OF THE FOLLOWING ACTS, DEEDS AND THINGS, THAT IS TO SAY:

1. TO BUY, CONVEY, RECEIVE, LEASE, ACCEPT OR OTHERWISE ACQUIRE, TO MORTGAGE, HYPOTHECATE, PLEDGE, CONVOY AND TRANSFER ANY PROPERTY, INCLUDING THE EXECUTION AND DELIVERY OF CONTRACTS AND DEEDS FOR REAL PROPERTY IN WHICH I HAVE AN INTEREST, OR TO CONTRACT OR AGREE FOR THE ACQUISITION OR ENCUMBRANCE OF ANY PROPERTY WHATSOEVER OR ANY CUSTODY, POSSESSION, INTEREST, OR RIGHT THEREIN UPON SUCH TERMS AS OUR SAID ATTORNEY SHALL THINK PROPER:

2. TO MAKE, DO AND TRANSACT ALL AND EVERY KIND OF BUSINESS OF WHATSOEVER KIND OF NATURE, INCLUDING THE RECEIPT, COLLECTION, PAYMENT, COMPROMISE, SETTLEMENT AND ADJUSTMENT OF ALL ACCOUNTS, LEGACIES, BEQUESTS, INTERESTS, DIVIDENDS, ANNUITIES, DEMANDS, DEBTS, TAXES, INSURANCE AND OBLIGATIONS WHICH MAY NOW OR HEREAFTER BE DUE, OWING OR PAYABLE BY ME OR TO ME:

(OVER)

STATE OF TENNESSEE - DEPUTY CLERK

MAY 20 3 00 PM '98

BK 77 PG 568
W.E. DAVIS CH. CLK.

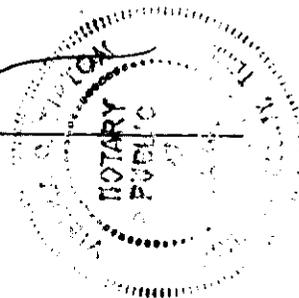
3. TO RECEIVE, INDOORS AND COLLECT THE PROCEEDS OF ANY CHECKS PAYABLE TO THE ORDER OF THE UNDERSIGNED.

4. TO RECEIVE AND RECEIPT FOR ANY AND ALL SUMS OF MONEY OR PAYMENTS DUE OR TO BECOME DUE TO ME: TO DEPOSIT IN MY NAME IN ANY BANK OR BANKS, ANY AND ALL MONEYS COLLECTED OR RECEIVED ON MY BEHALF: TO ACT FOR ME IN ANY BUSINESS IN WHICH I AM NOW INTERESTED.

GIVING AND GRANTING INTO 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 EFFECTUAL TO ALL INTENTS AND PURPOSES AS I MIGHT OR COULD DO IN MY OWN PROPER PERSON IF PERSONALLY PRESENT, THE ABOVE SPECIALLY 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 VIRTURE OF THESE PRESENTS, AND FURTHER STIPULATING THAT THIS POWER OF ATTORNEY SHALL NOT BE AFFECTED BY THE DISABILITY OF THE PRINCIPAL.

THIS IS TO BE VOIDED AFTER ONE YEAR.


MR. FADHEL ALKIFI



State of Tennessee
County of Shelby

Before me, a Notary Public in and for the County and State aforesaid personally appeared Fadhel Alkifi with whom I am personally acquainted and who upon oath, acknowledged to be the person within named and that he executed the foregoing instrument for the purpose therein contained.

Witness my hand and seal, this 12th day of February, 1998.


My Commission Expires JAN. 27, 2001
Notary Public