

FEB 16 2 52 PM '99

BK. 80 PG. 320
W.E. DAVIS CH. CLK.

PREPARED BY AND RETURN TO:
JEFFREY P. THOFNER, ESQUIRE
P. O. BOX 31601
TAMPA, FLORIDA 33631-3601
(813) 871-4506

POWER OF ATTORNEY

This POWER OF ATTORNEY is granted to Mid-State Homes, Inc., a Florida corporation ("Mid-State") and to Jim Walter Homes, Inc., a Florida corporation ("Homes"), jointly and severally, by Wilmington Trust Company, not in its individual capacity but solely as trustee, and on behalf of Mid-State Trust VII, a business trust, created pursuant to the Trust Agreement dated December 10, 1998, as amended or supplemented (the "Trust Agreement") between Wilmington Trust Company, (not in its individual capacity but solely as the owner trustee), and Mid-State (as the grantor of the trust);

WITNESSETH

WHEREAS, Mid-State Trust VII is now, and will in the future be, the holder of certain mortgages, deeds of trust, deeds to secure debt, assignment of rents and/or mortgage deeds which encumber certain real property (the "Property").

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, which are intended to constitute a Power of Attorney, that Mid-State Trust VII has made, constituted and appointed, and by these presents does make, constitute and appoint, Mid-State and Homes acting either jointly or acting separately, its true and lawful Attorneys-in-Fact and its Attorney-in-Fact for it and in its name, place and stead and for its use and benefit, and with full power of substitution, to execute, acknowledge, verify, swear to, deliver, record and file, in its or its assignee's name, place and stead, all deeds, agreements for deed, foreclosure deeds, mortgages, deeds of trust, deeds to secure debt, mechanics lien contracts with power of sale, cancellations of mortgages, (together with all assignments of the foregoing instruments), releases, and satisfactions of mortgages, and/or their equivalent which related to the Property, and to take all action required of Mid-State Trust VII or which may be necessary or proper in the premises with respect to the Property.

No party relying upon any instrument executed by either Mid-State or Homes pursuant to this Power of Attorney shall be required to ascertain the power or authority of either Mid-State or Homes as agents of Mid-State Trust VII to execute any such instrument or to inquire into the satisfaction of any conditions precedent to the execution of any such instrument. This Power of Attorney shall be deemed coupled with an interest and it may not be revoked unless a revocation executed by Mid-State Trust VII and Mid-State and Homes is filed and recorded in the same official records in which this Power of Attorney has been filed and recorded.

Mid-State Trust VII does hereby ratify any and all acts performed in the name of Mid-State Trust VII and any and all documents executed in the name of Mid-State Trust VII by its Attorneys-in-Fact or its Attorney-in-Fact prior to the date hereof and subsequent to December 10, 1998 and acknowledges that any and all such acts or documents were fully authorized by Mid-State Trust VII and Mid-State Trust VII will not question the sufficiency of any instrument executed by said Attorneys-in-Fact or Attorney-in-Fact pursuant to either the attached Power of Attorney or this Power of Attorney,

notwithstanding that the instrument fails to recite the consideration therefor or recites merely a nominal consideration; any person dealing with the subject matter of such instrument may do so as if full consideration therefor had been expressed herein.

IN WITNESS WHEREOF, the undersigned Mid-State Trust VII has caused these presents to be executed this 13th day of January, 1999.

MID-STATE TRUST VII

By: Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee

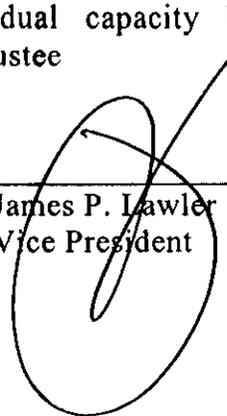


Witness
Print Name: Jeffrey P. Thofner



Witness
Print Name: Vivian Hutcheson

By: _____
Name: James P. Lawler
Title: Vice President



(Corporate Seal)

ATTEST

By: 

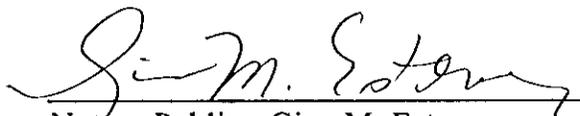
Name: Donald G. MacKelcan
Title: Assistant Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 13th day of January, 1999, by James P. Lawler, Vice President of Wilmington Trust Company, as Trustee for Mid-State Trust VII, under the Trust Agreement dated December 10, 1998, as amended or supplemented, acknowledged before me on this date that, being informed of the contents of this instrument, he, as such officer, and with full authority, executed the same voluntarily for and as an act of said association, acting in its capacity as aforesaid; and is personally known to me and who did not take an oath.



GINA M. ESTEVEZ
My Commission CC500236
Expires Oct. 09, 1999



Notary Public: Gina M. Estevez
My Commission Expires: 10/9/99