dated the 2nd day of December, 1983, all or any part of my property and income of every kind and description, real, personal, intangible or mixed, wherever located, and whether acquired before or after the execution of this power of attorney, said property and income to be held, administered and distributed in accordance with the terms of the Trust;

2. In Attorney's sole discretion, to assign to the Trust presently and prospectively (or designate Trustee as beneficiary of) the proceeds of and policies of insurance which I may now or hereafter become entitled to receive, including but not limited to insurance proceeds payable by reason of my disability, the said proceeds to be held, administered and distributed in accordance with the terms of the Trust;

3. To execute documents and papers, including deeds of my interests in real property, bills of sale of my personalty, assignments of my intangibles (including my Certificates of Deposit), to make and/or endorse my checks, make savings withdrawals from my savings accounts, enter my safe deposit box and remove all or any part of the contents thereof which, together with any other and further acts or things necessary, appropriate or incidental thereto, shall be necessary or appropriate in order to make the transfers described above in paragraphs 1 and 2 of this Section;

ARTICLE II.

Termination, Amendment, Resignation and Removal

A. Power Not Affected by Principal's Incapacity

This power of attorney shall not be affected by physical disability or mental incompetence of the principal which renders the principal incapable of managing his own estate. It is my intent that the authority conferred herein shall be exercisable notwithstanding my physical disability or mental incompetence.

B. Termination and Amendment

This power of attorney shall remain in full force and effect until the earlier of the following events: (i) Attorney has resigned as provided herein; (ii) I have revoked this power of attorney by written instrument recorded in the public records of the county aforesaid, or (iii) a committee shall have been appointed for me by a court of competent jurisdiction. This power of attorney may be amended by me at any time and from time to time but such amendment shall not be effective as to third persons dealing with Attorney without notice of such amendment unless such amendment shall have been recorded in the public records of the county aforesaid.

C. Resignation

In the event that Attorney shall become unable or unwilling to serve or continue to serve, then Attorney may resign by delivering to me in writing a copy of his resignation and recording the original in the public records of the county aforesaid. Upon such resignation and recording, Attorney shall thereupon be divested of all authority under this power of attorney.

D. Removal

(CONTINUED ON NEXT PAGE)