

RECORDING REQUESTED BY:

TSI Title and Escrow, Inc.

Escrow No. 10646-RM

Title Order No. 79055

When Recorded Mail Document To:

MR. JOSEPH G. NAMOFF

2059 N. MULFORD ROAD

ROCKFORD, ILL. 61107

APN: 1318-03-111-027

SPACE ABOVE THIS LINE FOR RECORDER'S USE

POWER OF ATTORNEY - SPECIAL

KNOW ALL MEN BY THESE PRESENTS

that JOSEPH G. NAMOFF has (have) made, constituted and appointed, and by these presents does(do) hereby make, constitute and appoint DIANE C. NAMOFF, my(our) true and lawful Attorney(ies) for me(us) and in my(our) name, place and stead to ask, demand, sue for, recover, collect and receive all such sums of money, debts, dues, accounts, legacies, bequests, interests, dividends, annuities, and demands whatsoever as are now or shall hereafter become due, owing, payable, or belonging to the undersigned; and have, use, and take all lawful ways and means in the name of the undersigned, or otherwise, for the recovery thereof, by legal process, and to compromise and agree for the same, and grant acquittance or other sufficient discharges for the same, for the undersigned, and in the name of the undersigned to make, seal, and deliver the same; to compromise any and all debts owing by the undersigned, and to convey, transfer, and/or assign any property of any kind or character belonging to the undersigned in satisfaction of any debt owing by us or either of us; to bargain, contract, agree for, purchase, receive, and take lands, tenements, hereditaments, and accept the seisin and possession of all lands, and all deeds, and other assurances in the law therefor; and to lease, let, demise, bargain, sell, remise, release, convey, mortgage, convey in trust, and hypothecate lands, tenements, and hereditaments, upon such terms and conditions, and under such covenants as said attorney shall think fit; to exchange real or personal property for other real or personal property, and to execute and deliver the necessary instruments of transfer or conveyance to consummate such exchange; to execute and deliver subordination agreements subordinating any lien, encumbrance or other right in real or personal property to any other lien, encumbrance, or other right therein; also to bargain and agree for, buy, sell, mortgage, hypothecate, convey in trust or otherwise, and in any and every way and manner deal in and with goods, wares and merchandise, choses in action, and other property in possession or in action, including authority to utilize my eligibility for V A Guaranty; also to transfer, assign, and deliver stock and the certificate or certificates evidencing the ownership of the same; and to make, do, and transact all and every kind of business of what nature and kind soever; and, also, for the undersigned and in the name(s) and as the act and deed of the undersigned, to sign, seal, execute, deliver, and acknowledge such deeds, covenants, leases, indentures, agreements, mortgages, deeds of trust, hypothecations, assignments, bottomries, charter parties, bills of lading, bills, bonds, notes, receipts, evidences of debts, releases, and satisfactions of mortgage, judgement and other debts, and such other instruments in writing, of whatever kind of nature, as may be reasonable, advisable, necessary or proper in the premises. Each and all of the powers herein granted shall be exercised by said Attorney as to the following described property only: (Commonly known as 1046 LYNN WAY, Zephyr Cove, NV 89448)

APN: 1318-03-111-027

UD-34B (Rev. 9/94)

POWER OF ATTORNEY-SPECIAL

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GIVING AND GRANTING unto said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do if personally present, the undersigned hereby expressly ratifying and confirming all that said Attorney shall lawfully do or cause to be done by virtue of these presents.

Dated: March 3, 2003

Joseph G. Namoff
JOSEPH G. NAMOFF

STATE OF ILLINOIS
COUNTY OF WINNEBAGO

ON March 3, 2003 before me, Joseph G. Namoff personally appeared

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Nancy May
Notary Public

"OFFICIAL SEAL"
NANCY M. MAY
Notary Public, State of Illinois
My Commission Expires 2/7/2004

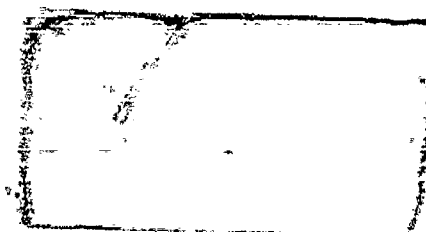
UD-34B (Rev. 9/94)

POWER OF ATTORNEY-SPECIAL

INITIALS: _____

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COPY

REQUESTED BY
TSI TITLE & ESCROW
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

2003 MAR -5 AM 9: 18

WERNER CHRISTEN
RECORDER

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