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FLORIDA GENERAL POWER OF ATTORNEY



TO WHOM IT MAY CONCERN:

I, EDWARD R. BROIDA, individually, and as Trustee of the Edward R. Broida Trust No. 1 dated April 2, 1976, as amended, residing at 243 Tangier Avenue, Palm Beach, Palm Beach County, Florida, appoint BROWN BROTHERS HARRIMAN TRUST COMPANY OF FLORIDA, a Florida trust company with offices in Palm Beach, Florida, by and through JAMES B. BERTLES, its Director, and RICHARD D. HOLT, a resident of Palm Beach, Palm Beach County, Florida, to act either jointly or severally, as my Attorney-in-Fact, and they are referred to in this General Power of Attorney either jointly or severally as my "Attorney-in-Fact."

The effective date of this Power is December 9, 1999.

My Social Security Number is 282-30-2362 (individual)/95-6559228 (Trust).

My Attorney-in-Fact may use the following form when signing on my behalf pursuant to this Power:

"EDWARD R. BROIDA/EDWARD R. BROIDA, TRUSTEE, By BROWN BROTHERS HARRIMAN TRUST COMPANY OF FLORIDA AND RICHARD D. HOLT, Attorney-in-Fact"; or "EDWARD R. BROIDA/EDWARD R. BROIDA, TRUSTEE, By BROWN BROTHERS HARRIMAN TRUST COMPANY OF FLORIDA, Attorney-in-Fact"; or "EDWARD R. BROIDA/EDWARD R. BROIDA, TRUSTEE, By RICHARD D. HOLT, Attorney-in-Fact"

I give to my Attorney-in-Fact the following powers, to be used only for my benefit and on my behalf:

BOX 333-CTI

1. To take all lawful steps to recover, collect, and receive any amounts of money now or hereafter owing or payable to me, and to compromise and execute releases or other sufficient discharges for them;
2. To buy, sell, contract for, exchange, option, assign, lease, grant easements or licenses, release, pledge, mortgage, hypothecate, exchange, convey, or grant security interests in any kind of real property and tangible or intangible personal property now or hereafter owned by me, and to manage, repair, improve, maintain, restore, build, or develop such property;
3. To sign, assign, or endorse any security issued by any corporation, bank or other organization, and to exercise any rights with respect thereto that I may have;
4. To execute, deliver, and acknowledge deeds, easements, licenses, options, contracts, deeds of trust, covenants, indentures, agreements, mortgages, hypothecations, bills of lading, bills, bonds, notes, receipts, escrow instructions, leases, assignments, guarantees, indemnities, evidence of debts, releases and satisfactions of mortgage, and any and all other documents, contracts and agreements in connection with the powers granted herein or with my various assets, investments and business interests, whether in the form of a partnership, corporation, trust, limited liability company, joint venture or otherwise, or in connection with the purchase, sale, exchange, conveyance, lease, management, conversion, assignment, mortgage, or grant of a security interest in any such asset, investment or business interest;
5. To enter my safe deposit boxes and to open new safe deposit boxes, to add to and to remove any of the contents of any such safe deposit boxes, and to close out any of the boxes;
6. To borrow money on whatever terms and conditions as may be deemed advisable;
7. To prepare, execute, and file all tax returns and extensions therefor required to be made by me, to pay the taxes due, to collect any refunds, to sign waivers extending the period for the assessment of such taxes of deficiencies in them, to sign consents to the immediate assessment of deficiencies and acceptance of proposed overassessments, to execute closing agreements, to engage and appoint attorneys to represent me and to receive confidential information, and to make written or oral presentations of fact or argument on my behalf in connection with any matters arising before any federal, state, or local taxing agency;
8. To deliver and convey any or all of my assets to or from the Trustee or Trustees of the Edward R. Broida Trust No. 1 dated April 2, 1976, as it may have been or may be amended prior or subsequent to the date of execution of this General Power of Attorney; and
9. To organize, invest in and manage any type of entity, including partnerships (general and limited), corporations, limited liability companies and trusts, to act as a general or limited partner in any partnership, as a shareholder in any corporation, and as a member or manager in any limited liability company, and to execute all organizational documents, agreements,

amendments, resolutions, authorizations and declarations in connection with any of the foregoing.

I give and grant unto my said Attorney-in-Fact full power and authority to do and perform every act and thing as fully and to all intents and purposes as I may or could do for myself. I hereby ratify and confirm all that my said Attorney-in-Fact shall lawfully do or cause to be done by virtue of this Power and hold harmless any person or entity who suffers loss or liability from reliance upon this General Power of Attorney.

For the purpose of inducing any bank, broker, custodian, insurer, lender, transfer agent, or other party to act in accordance with the powers granted by this Power, and in furtherance thereof, such person or entity may rely on the Affidavit of my Attorney-in-Fact that the powers conferred in this instrument are then effective. I hereby represent, warrant, and agree that if this General Power of Attorney is terminated or amended for any reason I and my heirs, distributees, legal representatives, successors, and assigns will hold such party or parties harmless from any loss suffered or liability incurred by such party or parties in acting in accordance with this General Power of Attorney prior to that party's receipt of written notice of any such termination or amendment.

I revoke all prior General Powers of Attorney that I may have executed, and I retain the right to revoke or amend this General Power of Attorney and to substitute other attorneys in place of the Attorney-in-Fact appointed herein. Amendments to this Power shall be made in writing by me personally (not by my Attorney-in-Fact) and they shall be attached to the original of this Power.

It is my intention by the granting of the foregoing powers to give my Attorney-in-Fact the broadest possible powers to represent my personal and business interests in all aspects of any transactions or dealing involving me or my property of whatever nature in any jurisdiction. However, it

is not my intention to place a fiduciary duty upon my Attorney-in-Fact to affirmatively act, seek out or analyze business or investment opportunities, participate in the administration or management of my assets, invest my assets, or enter into any transaction involving me or any of my property. In other words, although my Attorney-in-Fact shall have discretion to exercise the powers set forth herein, my Attorney-in-Fact shall have no fiduciary duty or affirmative obligation to do so unless I specifically request that my Attorney-in-Fact enter into a transaction or take an action on my behalf. My Attorney-in-fact shall not be liable to me or any of my heirs, distributees, legal representatives, successors, or assigns for any act taken or not taken pursuant to this Power absent proof of fraud, willful misconduct, or gross negligence.

If any of the provisions of this Power is invalid for any reason, such invalidity shall not affect any of the other provisions of this Power, and all invalid provisions shall be wholly disregarded.

In any judicial action including but not limited to (1) the unreasonable refusal of a third party to allow my Attorney-in-Fact to act pursuant to this Power, and (2) challenges to the proper exercise of authority by my Attorney-in-Fact, the prevailing party shall be entitled to damages and costs, including reasonable attorney's fees, in accordance with Florida law. Except where the context otherwise requires, the singular includes the plural and the plural includes the singular.

All questions pertaining to the validity, interpretation, and administration of this Power shall be determined in accordance with the laws of the State of Florida.

I understand that this Power is an important legal document. Before executing this document, my attorney explained to me the following:

- (1) This document provides my Attorney-in-Fact with broad powers to dispose, sell, convey, and encumber my real and personal property;
- (2) The powers granted in this instrument will exist for an indefinite period of time unless I limit their duration by the terms of this Power or revoke this Power;

(3) I have the right to revoke or terminate this Power at any time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of December, 1999.

Edward R. Broida (SEAL)  
EDWARD R. BROIDA, PRINCIPAL  
Individually and as Trustee

Signed, sealed, published and declared by the said Principal, EDWARD R. BROIDA, as a Florida General Power of Attorney, in the presence of the undersigned, who, at said Principal's request and in said Principal's presence and in the presence of each other have hereunto subscribed our names as witnesses thereto, this 9<sup>th</sup> day of December, 1999.

Landy Maseock residing at Palm Springs, FL

Susan Sore residing at Baynton Beach, FL

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Florida General Power of Attorney was acknowledged before me this 9<sup>th</sup> day of December, 1999, by EDWARD R. BROIDA, who:

is personally known to me; or

has produced \_\_\_\_\_ as identification.

(Notary Seal)

Delilah El-Banna  
Notary Public



\_\_\_\_\_  
Name of Notary Typed, Printed or Stamped

My Commission Number: \_\_\_\_\_