

CERTIFICATE OF TRUST

JAN 21 1 56 PM '98

The undersigned Grantor hereby certifies the following:

BK 76 PG 417
W.E. DAVIS CH. CLK.

1. This Certificate of Trust relates to the ELIZABETH HODGES WADLINGTON TRUST DATED DECEMBER 10, 1997 (the "Trust") created by trust agreement (the "Trust Agreement") executed by ELIZABETH HODGES WADLINGTON.

2. The name of the Grantor is ELIZABETH HODGES WADLINGTON.

3. The name of the original trustee is ELIZABETH HODGES WADLINGTON.

4. The name and address of each trustee empowered to act under the Trust Agreement at the time of the execution of this Certificate of Trust are:

Primary: ELIZABETH HODGES WADLINGTON,
8800 Fernwood Cove, Germantown, Tennessee 38138

Successor: KENT DAVID WADLINGTON,
8800 Fernwood Cove, Germantown, Tennessee 38138

Alternate Successor: BETTY OVERBEY HODGES,
7924 Cross Pike Drive, Germantown, Tennessee 38138

Second Alternate Successor: WALTER JOHN OVERBEY,
2925 Oakleigh Lane, Germantown, TN 38138

Third Alternate Successor: BEDFORD WARNER WADLINGTON, III
Route 1, Box 580, Sledge, Mississippi 38670

5. The trustee(s) are authorized by the Trust Agreement to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert or allot the trust property, including real and personal property including but not limited to securities of all kinds, and to sell upon deferred payments, except as limited by the following (if none, so indicate): NONE

6. The undersigned hereby represents that the statements contained in this Certificate of Trust are true and correct, and that there are no other provisions in the Trust Agreement or amendments to it that limit the powers of the Trustee to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert, allot or sell upon deferred payments trust property, including real and personal property including but not limited to securities of all kinds.

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7. This trust has not been revoked, modified, or amended in any manner which would cause the representations in this certification of trust to be incorrect. This trust is being signed by all currently acting trustees of the trust.

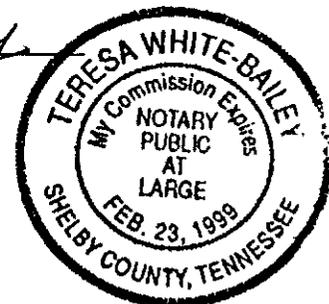
8. Pursuant to Tennessee Code Annotated Section 26-4-101, this duly registered Certificate of Trust shall constitute notice to any creditor of any beneficiary of any trust created by or pursuant to the Trust Agreement that certain trusts hereby declared and created by or pursuant to the Trust Agreement are Spendthrift Trust(s).

Elizabeth Hodges Wadlington
ELIZABETH HODGES WADLINGTON

STATE OF TENNESSEE)
) SS:
COUNTY OF SHELBY)

Personally came before me this 10th day of December, 1997, the above named ELIZABETH HODGES WADLINGTON, to me known to be the person who executed the foregoing instrument and acknowledged the same.

Teresa White-Bailey
Teresa White-Bailey, Notary Public
Shelby County, Tennessee
My Commission expires: 02/23/99



This instrument was drafted by
Olen M. "Mac" Bailey, Jr., Attorney-at-Law
5050 Poplar Avenue, Suite 1505,
Memphis, Tennessee 38157
763-0125

HB 3057
No. _____
D/C _____ DR # 2
Pgs. 2 itm. _____
Val. _____
STATE TAX _____
REGISTER'S FEE _____
RECORDING FEE *guy* _____
WT MISC FEE _____
TOTAL _____
STATE OF TENNESSEE
SHELBY COUNTY
GUY B. BAYES
REGISTER

HB3057

SHELBY COUNTY
REGISTER OF DEEDS
97 DEC 23 PM 12:32