

CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Successor Trustee of the **VERA M. PATTON TRUST DATED SEPTEMBER 8, 1999**, a revocable grantor trust established by inter vivos agreement (hereinafter "Trust Agreement") executed by the Grantor and the Primary Trustee (hereinafter "Trust") in accordance with § 91-9-7 of the Mississippi Code Annotated, as amended, and, by this Certificate, the Successor Trustee hereby certifies the following:

- (a) The name of the Trust is the **VERA M. PATTON TRUST DATED SEPTEMBER 8, 1999**.
- (b) The street and mailing address of the office of the Trust are:

8840 Bazemore Road
Cordova, Tennessee 38018

The name and street and mailing address of the Primary Trustee was:

VERA M. PATTON
8840 Bazemore Road
Cordova, Tennessee 38018

If the Primary Trustee is deceased, is incapacitated, resigns or is otherwise unwilling or unable to act as the Primary Trustee, then the name(s) and street and mailing address(es) of all trustee(s) who are authorized to act as successor trustee(s) pursuant to and under the Trust Agreement at the time of the execution of this Certificate are:

Successor: DIANN K. SHOPTAW
38 Bascom
Little Rock, Arkansas 72223

Alternate Successor: MARGARET LOUISE JALANIVICH
1801 Village Court
Mulberry, Florida 33880

THE PRIMARY TRUSTEE IS DECEASED WITH A DATE OF DEATH OF SEPTEMBER 19, 1999. DIANN K. SHOPTAW IS THE SUCCESSOR TRUSTEE AND IS CURRENTLY ACTING AND SERVING AS TRUSTEE OF THE TRUST.

- (c) The name and street and mailing address of the Grantor are:

VERA M. PATTON

STATE MS.-DESOLO CO.
FILED

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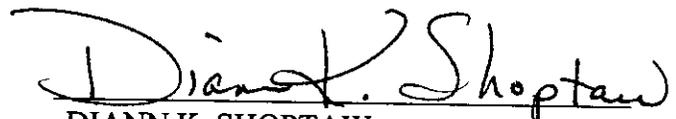
8840 Bazemore Road
Cordova, Tennessee 38018

THE GRANTOR IS DECEASED WITH A DATE OF DEATH OF SEPTEMBER 19, 1999.

- (d) The legal description(s) of all interest(s) in real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed is(are) attached to this Certificate as Exhibit A
- (e) The anticipated date of termination of the Trust is perpetual.
- (f) The Trust Agreement grants the Successor Trustee all powers granted to trustee(s) by the Uniform Trustees' Powers Law, §§ 91-9-101 et seq of the Mississippi Code Annotated, as amended, which are therein incorporated by reference, and all other powers granted to trustee(s) by law.

The Successor Trustee further hereby certifies that no provisions in the Trust Agreement, or any amendment to the Trust Agreement, exist which limit the powers and authority of the trustee(s) to sell, convey, pledge, mortgage, lease, manage, operate, control, transfer title, divide, convert, allot or sell upon deferred payments the Trust assets, including real and personal property.

The Successor Trustee hereby certifies that the statements and representations contained in this Certificate are true and correct, and that the Trust Agreement has not been altered, amended, modified or revoked in any manner which would cause the statements and representations in this Certificate to be incorrect.

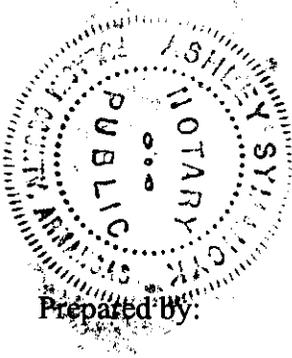

DIANN K. SHOPTAW,
Successor Trustee

STATE OF Arkansas)
) SS:
COUNTY OF Pulaski)

Personally came before me this 13th day of September, 2000, the above named DIANN K.

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SHOPTAW, to me known to be the person who executed the foregoing instrument and acknowledged the same as Successor Trustee of the Trust.



Ashley Symancyk
Notary Public
ASHLEY SYMANCYK Notary Public
State of Arkansas
My Commission expires:

Olen M. "Mac" Bailey, Jr.,
The Bailey Law Firm, A Professional Corporation
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TN BOPR Number 017633
MSB Number 8428