

CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Grantor and the Primary Trustee of the **CHARLES FRANKLIN LESAUX REVOCABLE TRUST DATED JANUARY 23, 2001**, 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 Grantor and Primary Trustee hereby certify the following:

(a) The name of the Trust is the **CHARLES FRANKLIN LESAUX REVOCABLE TRUST DATED JANUARY 23, 2001**.

(b) The street and mailing address of the office of the Trust are:

8923 W. Sandidge, P.O. Box 653
Olive Branch, MS 38654

The street and mailing address of the Primary Trustee are:

8923 W. Sandidge, P.O. Box 653
Olive Branch, MS 38654

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:

First Successor: BERTIE MAE LESAUX
8923 W. Sandidge, P.O. Box 653
Olive Branch, MS 38654

Second Successor: DORIS JEAN HARRIS
5643 Cockrum
Olive Branch, MS 38654

Third successor: LAMAR F. HARRIS
5643 Cockrum
Olive Branch, MS 38654

STATE MS. - DE SOTO CO.
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W.L. ...

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

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CHARLES FRANKLIN LESAUX
8923 W. Sandidge, P.O. Box 653
Olive Branch, MS 38654

- (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 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 Grantor and Primary Trustee further hereby certify 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 Grantor and Primary Trustee hereby certify 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.

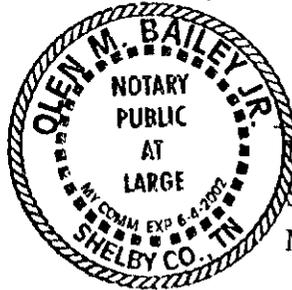

CHARLES FRANKLIN LESAUX,
Grantor & Primary Trustee

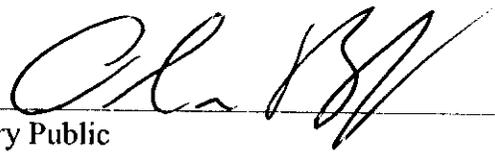
STATE OF TENNESSEE)
) SS:
COUNTY OF SHELBY)

Personally came before me this 23rd day of January, 2001, the above named CHARLES

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FRANKLIN LESAUX, to me known to be the person who executed the foregoing instrument and acknowledged the same.




Notary Public
Shelby County, Tennessee
My Commission expires:

Prepared by: Olen M. "Mac" Bailey, Jr.,
The Bailey Law Firm, A Professional Corporation
5050 Poplar Avenue, Suite 1710
Memphis, Tennessee 38157
Voice 901-843-2760
Fax 901-843-2761
TN BOPR Number 017633
MSB Number 8428

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EXHIBIT A

REAL PROPERTY

The following described real property lying and being situated in DeSoto County, Mississippi, and more particularly described as follows:

One (1) Acre in the northeast quarter of Section 4, Township 2 South, Range 6 West, DeSoto County, Mississippi, being more particularly described as beginning at a point 1051 feet north and 302 feet west of the southeast corner of the northeast quarter of Section 4, Township 2 South, Range 6 West, DeSoto County Mississippi; thence South 58 degrees 50 minutes West 111 feet to an iron pin; thence North 70 degrees 50 minutes West 229 feet to a fence corner post; thence North 4 degrees 30 minutes East along a wire fence line 163 feet to an iron pin; thence south 89 degrees 0 minutes East 170 feet to an iron pin in the west line of Sandidge Road; thence Southeasterly along the west line of Sandidge Road as it curves to the left 213 feet to the point of beginning and containing one acre.