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CERTIFICATE OF TRUST AGREEMENT

THIS CERTIFICATE OF TRUST AGREEMENT, made as of this 9th day of April, 2001, at Southaven, Mississippi, between GLORIA J. KIRBY of formerly of Lansing, Kansas (hereinafter referred to as "Grantor/Settlor") and GLORIA J. KIRBY, (hereinafter referred to as "Trustee").

For the purpose of evidencing of record the existence of the GLORIA J. KIRBY TRUST DATED JULY 12, 1996, and the power of the Trustee hereunder to hold and deal with the assets of said trust, this instrument is being executed and may be recorded pursuant to the intention of the original GLORIA J. KIRBY TRUST DATED JULY 12, 1996.

The undersigned Settlor and Trustee, being first duly sworn on oath according to law, does hereby declare and certify the following:

1. This Affidavit of Trust relates to the GLORIA J. KIRBY TRUST DATED JULY 12, 1996 (the "Trust").
2. The name and address of the Grantor is: 7100 Hunter's Horn, Olive Branch, Mississippi 38654.
3. The name and address of the Trustee empowered to act under the Trust at the time of the execution of this Certificate is: GLORIA J. KIRBY, 7100 Hunter's Horn, Olive Branch, Mississippi 38654.
4. The name and address of the Co-Successor Trustees are:
A) SUNNIE M. HAWKINS
5. The Anticipated date of Termination of this trust shall be: Upon final disbursement of assets to beneficiaries following Settlor's death
6. The real property to be conveyed into this Trust in DeSoto County, Mississippi is described as follows:
Lot 28, Section A, Fox Creek Subdivision, situated in Section 30, Township 1 South, Range 5 West, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 56, Pages 28-29, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
7. 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

- 8. 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.
- 9. 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.

Gloria Kirby

 GLORIA J. KIRBY
 Signature of Grantor/Settlor

Gloria J. Kirby

 GLORIA J. KIRBY, Trustee of the GLORIA
 J. KIRBY TRUST DATED JULY 12, 1996

STATE OF MISSISSIPPI
COUNTY OF DESOTO

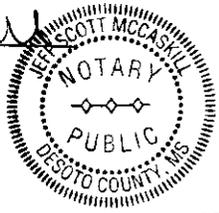
Personally appeared before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and qualified, Gloria J. Kirby, the within named Settlor, with whom I am personally acquainted, or proved to me on this basis of satisfactory evidence, and who acknowledged that she executed and delivered the foregoing instrument on the date therein mentioned and for the purposes therein contained.

Sworn to and subscribed before me this the 9th day of April, 2001.

JSA McLean

 Notary Public

My Commission Expires: 8/22/2001



MY COMMISSION EXPIRES:
AUGUST 22, 2001

STATE OF MISSISSIPPI
COUNTY OF DESOTO

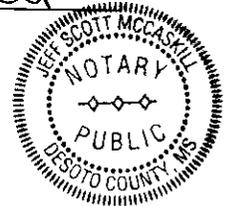
Personally appeared before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and qualified, Gloria J. Kirby, the within named Trustee of the Gloria J. Kirby Trust dated July 12, 1996, with whom I am personally acquainted, or proved to

me on this basis of satisfactory evidence, and who acknowledged that she executed and delivered the foregoing instrument on the date therein mentioned and for the purposes therein contained, after having been duly authorized so to do.

Sworn to and subscribed before me this the 9th day of APRIL, 2001.

[Signature]
Notary Public

My Commission Expires: 8/22/2001



MY COMMISSION EXPIRES:
AUGUST 22, 2001

Prepared by and Return to:
Holcomb Dunbar, P.A.
P.O. Box 190
Southaven, MS 386171
(662) 349-0064
801180/JSM