

Prepared by and return to:
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P BK 93 PG 522
STATE MS. - DESOTO CO.
FILED

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BK 93 PG 522
W.E. DAVIS CH. CLK.

CERTIFICATE OF TRUST AGREEMENT

Pursuant to M.C.A. § 91-9-7. (Supp. 1993), notice is hereby given as follows:

a) The name of the trust:

THE BARTLING FAMILY TRUST, A REVOCABLE LIVING TRUST, DATED APRIL 12, 1995

b) The street and mailing address of the office, and the name and street and mailing address of the trustee:

7199 Atterbury Circle
Southaven, MS 38671

Charles H. Bartling and/or Florence G. Bartling
7199 Atterbury Circle
Southaven, MS 38671

c) The name and street and mailing address of the grantor:

Charles H. Bartling and/or Florence G. Bartling
7199 Atterbury Circle
Southaven, MS 38671

d) A legally sufficient description of all interest in real property owned or conveyed to the trust:

Lot 188, Section A, Stonehedge Place Patio Homes, in Section 29, Township 1 South, Range 7 West, DeSoto County, Mississippi as per plat thereof recorded in Plat Book 34, Pages 17-18 in the office of the Chancery Clerk of DeSoto County, Mississippi

e) The anticipated date of termination of the trust:

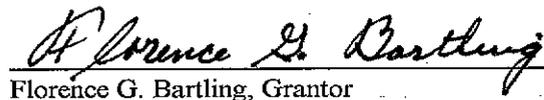
At the latter death of Charles H. Bartling or Florence G. Bartling

f) The general powers granted to the trustee:

See Article 8 of the Trust Agreement which is attached hereto and incorporated herein verbatim.

Also attached hereto is the Memorandum of Trust dated April 12, 1995 which is further incorporated into this Certificate to effectuate the intent of the settlors in the creation of the Trust. By way of explanation, Settlor, Charles H. Bartling, departed this life after the execution of the Memorandum of Trust but prior to the execution of this instrument.

Executed this the 27 day of March, 2002.


Florence G. Bartling, Grantor


Florence G. Bartling, Trustee

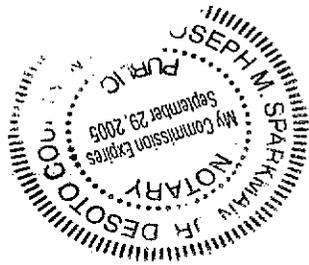
State of Mississippi
County of DeSoto

27 Personally appeared before me, the undersigned authority in and for the said county and state, on this day of March, 2002, within my jurisdiction, the within named Florence G. Bartling, who acknowledged

that he/she/they the above and foregoing instrument.

[Signature]
Notary Public

My commission expires:

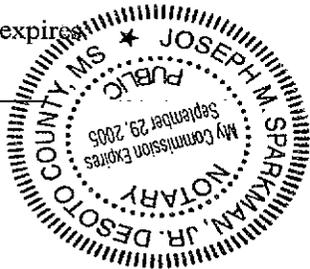


State of Mississippi
County of DeSoto

27 Personally appeared before me, the undersigned authority in and for the said county and state, on this day of March, 2002, within my jurisdiction, the within named Florence G. Bartling, who acknowledged that he/she is of The Bartling Family Trust, a Revocable Living Trust, dated April 12, 1995 and that in said representative capacity he/she executed the above and foregoing instrument, after first having been duly authorized so to do.

[Signature]
Notary Public

My commission expires:



Please return to:

Mr. and Mrs. Bartling
7199 Atterbury Circle East
Southaven, Mississippi 38671

Memorandum of Trust

KNOW THAT, CHARLES H. BARTLING and FLORENCE G. BARTLING, having an address at 7199 Atterbury Circle East, Southaven, Mississippi 38671, as Settlor, created a revocable trust by executing a Trust Agreement, dated 4-12, 1995, naming CHARLES H. BARTLING and FLORENCE G. BARTLING, having an address as aforesaid, as trustees (each being referred to as the "Trustee"), and JANICE R. PHILLIPS and JAMES C. BARTLING, as successor trustees (each being referred to as a "successor Trustee").

This Memorandum of Trust is executed as evidence of the existence of the foregoing Trust Agreement. Any person may rely upon this Memorandum of Trust as evidence of the existence of said Trust Agreement, and is relieved of any obligation to verify that any transaction entered in to by a Trustee or successor Trustee thereunder is consistent with the terms and conditions of said Trust Agreement.

Subscribed, sealed, published and declared by the said Settlor as, for and to be their Trust Memorandum, in our presence, at their special request and their presence and in the presence of each other have hereunto subscribed our names as witnesses.

Charles H. Bartling
CHARLES H. BARTLING, Settlor

Florence G. Bartling
FLORENCE G. BARTLING, Settlor

Jane F. Tyler
Witness residing in Southaven County, MS

x Evelyn M. Pavel
Witness residing in Southaven County, MS

STATE OF MISSISSIPPI

COUNTY OF Desoto

Personally came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, the within named CHARLES H. BARTLING and FLORENCE G. BARTLING, who acknowledged that they signed, executed and delivered the within and foregoing instrument of writing on the day and year therein mentioned as and for their voluntary act and deed.

WITNESS my hand and official seal on this 12th day of April, 1995.

Thomas D. Han
NOTARY PUBLIC

My commission expires:
My Commission Expires February 27, 1998

