

This instrument prepared by:
Lawrence H. Freiman, Esq.
Menden & Freiman, LLP
Two Ravinia Drive, Suite 1200
Atlanta, Georgia 30346
770/379-1450

INDEXING INSTRUCTION:
West half of Section 11, Township 2 South, Range 7
West of DeSoto County and West half of the Southeast
Quarter of Section 11, Township 2 South, Range 7 West
of DeSoto County

CERTIFICATE OF TRUST AGREEMENT

WHEREAS, CLAUDIA NELL ROBINSON, as Grantor, and JANICE L. JOHNSON, as Trustee, executed that certain Trust Agreement establishing the BITTS CHARITABLE TRUST, on June 21, 2002 (the "Trust Agreement"), for the purposes of holding and administering the trust estate created thereunder, which trust estate includes certain real property located in the State of Mississippi;

NOW, THEREFORE, in accordance with Sections 91-9-1 through Section 91-9-7 of the Mississippi Code of 1972, as amended, JANICE L. JOHNSON, as Trustee, of the BITTS CHARITABLE TRUST hereby files this Certificate of Trust in lieu of the Trust Agreement, and certifies as follows:

I. Name of the Trust: BITTS CHARITABLE TRUST

II. Street and Mailing Address of the office of the Trust:

2430 Glenwood Drive, N.E.
Atlanta, Georgia 30305

III. Name, Street and Mailing Address of the office of the Trustees:

Janice L. Johnson, Trustee
2430 Glenwood Drive, N.E.
Atlanta, Georgia 30305

STATE MS. - DESOTO CO.
FILED

JUN 28 9 23 AM '02

BK 94 PG 686
W.E. DAVIS CH. CLK.

IV. Name, Street and Mailing Address of the Grantor:

Claudia N. Robinson
2430 Glenwood Drive, N.E.
Atlanta, Georgia 30305

V. Legal Description of all Interests in Real Property Owned by or Conveyed the Trust:

An undivided one-half (½) interest in all that tract or parcel of land containing approximately four hundred (400) acres, more or less, located in DeSoto County Mississippi and being more particularly described as follows:

The West Half of Section 11, Township 2 South, Range 7 West of DeSoto County and the West Half of the Southeast quarter of Section 11, Township 2 South, Range 7 West of DeSoto County, containing 400 acres, more or less, formerly known as the Spring place and being the same land conveyed to J.A. Summers by deed in Book 23, Page 231, and being further conveyed by Nell S. Watson to Frances S. Robinson by Division Deed dated December 28, 1964 and recorded in Book 59, Page 495.

Less and except:

Those certain tracts of land conveyed to DeSoto County as right-of-way for College Road and Church Road.

VI. Anticipated date of termination of the Trust:

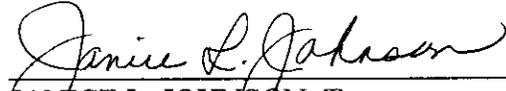
The date of death of Claudia Nell Robinson.

VII. General powers granted to the Trustee:

Those privileges, powers, exemptions and duties, specifically provided under Section 53-12-232 of the Official Code of Georgia Annotated, as the same may now or hereafter be amended.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, JANICE L. JOHNSON, as Trustee, of the BITTS CHARITABLE TRUST executes this Certificate of Trust on this the 2/ day of June, 2002.

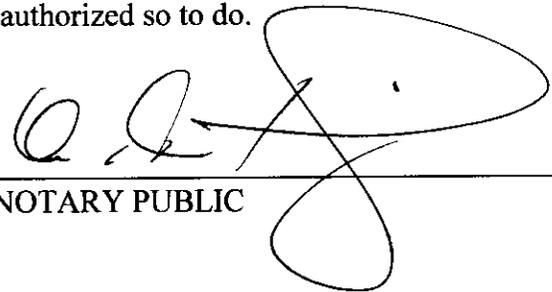


JANICE L. JOHNSON, Trustee

STATE OF GEORGIA

COUNTY OF DEKALB

Personally appeared before me, the undersigned authority in and for the said county and state, on this 2/ day of June, 2002, within my jurisdiction, the within named JANICE L. JOHNSON, duly identified before me, who acknowledged that she is the Trustee of the BITTS CHARITABLE TRUST and that in said representative capacity, she executed the above and foregoing Certificate of Trust Agreement, after first having been duly authorized so to do.



NOTARY PUBLIC

My Commission Expires:

(Affix official seal)

