

Certification of Trust

We, the undersigned, declare:

- (1) That we are the current trustees of the **Wims - 1995 Revocable Living Trust** established by **Clifton E. Wims** and **Catherine A. Wims** of 4007 Glading Dr., San Diego, California, dated Oct. 25, 1995
- (2) Attached is a true and correct copy of the portion of the trust instrument, which provides that the declarants are the trustees.
- (3) This trust may be revoked by either settlor at any time.
- (4) The tax identification number of this trust is 428-56-0094.
- (5) Title to assets of this trust should be taken as: **Clifton E. Wims** and **Catherine A. Wims**, as trustees of the **Wims - 1995 Revocable Living Trust**, dated Oct. 25, 1995.
- (6) Either trustee acting alone may take any action on behalf of the trust, except that the sale or encumbrance of real property requires the signature of both trustees.
- (7) Attached is a true and correct copy of the portion of the trust instrument, which lists the powers of the trustees.
- (8) The trust has not been revoked, modified, or amended in any manner that would cause the representations contained in this certification to be incorrect.
- (9) This certification is being signed by all of the currently acting trustees of the trust.

Clifton E. Wims
Clifton E. Wims, Trustee

Catherine A. Wims
Catherine A. Wims, Trustee

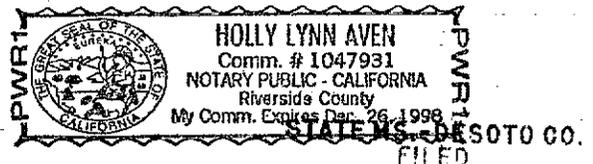
CERTIFICATE OF ACKNOWLEDGMENT OF NOTARY PUBLIC

State of California
County of San Diego

On Oct. 25, 1995, before me, Holly Lynn Aven, personally appeared **Clifton E. Wims** and **Catherine A. Wims**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entities on behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Holly Lynn Aven
Notary Public



Prepared by:
Catherine A. Wims
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619-690-0488

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W.E. DAVIS CH. CLK.

Declaration of Trust

ARTICLE ONE

Clifton E. Wims and Catherine A. Wims (called the settlors or the trustees, depending on the context, and sometimes referred to as husband and wife) declare that they have set aside and hold in trust the property described in Schedule A, attached to this instrument.

ARTICLE TWO

A. All property subject to this instrument from time to time is referred to as the trust estate and shall be held, administered, and distributed according to this instrument.

B. All community property transferred to the trust shall retain its character as such notwithstanding the transfer to this instrument. Any power reserved to the settlors to alter, amend, modify, or revoke this trust, in whole or in part, is held by the settlors during their joint lifetimes in their capacity as managers of the community property, subject to all restrictions imposed by law on their management of the community property. All property set forth in Schedule A is deemed to be community property unless characterized as separate property or quasi-community property in accordance with paragraphs B and C respectively.

C. All separate property of either settlor transferred to the trust was, before its transfer, the separate property of that settlor and shall retain its character as such notwithstanding its transfer to this trust.

D. All quasi-community property of either settlor transferred to the trust was, before its transfer, quasi-community property of that spouse and shall retain its character as such notwithstanding its transfer to this trust. Property characterized in Schedule A as QCH or QCW shall be deemed to be the respective quasi-community property of the husband or be the quasi-community property of the wife. For convenience, any quasi-community property transferred to this trust may be referred to as separate property of the settlor to whom it belonged before the transfer; however, the settlors do not intend by this reference to change the character of this property from quasi-community property to separate property.

ARTICLE THREE

During the settlors' joint lifetimes, the trustee shall pay to or apply for both spouses for the account of the community as much of the net income of the trust as the settlors shall from time to time demand. The trustee shall accumulate and add any undistributed net income to principal.

If the trustees consider the net income to be insufficient, the trustees shall pay to or apply for the benefit of both spouses for the account of the community as much of the principal of the community estate as the trustees consider necessary for the settlors' health, education, support, maintenance, comfort, welfare, or happiness to maintain at a minimum their

The settlors may at any time during their joint lifetimes amend any terms of this trust by written instrument signed by both settlors and personally delivered by either of them or sent by certified mail to the trustees. No amendment substantially increasing the trustees' duties or liabilities or changing the trustees' compensation shall be valid without the trustees' written consent. The trustees shall not be obligated to act under any amendment unless the trustees accept it. If the trustees are removed for refusal to accept an amendment, the settlors shall pay to the trustees any fees due and shall indemnify the trustees against all liabilities that the trustees have incurred in administering the trust.

B. After the deceased spouse's death, the surviving spouse may amend, revoke, or terminate the survivor's trust, but the bypass trust may not be amended, revoked, or terminated. After the surviving spouse's death, none of the trusts may be amended, revoked, or terminated. On revocation of the survivor's trust, all its assets shall be delivered to the surviving spouse.

Revocation and amendment shall be made in the manner provided in paragraph A of this article.

ARTICLE TEN

Probate Code sections 17200-17210 or any successor or substitute provisions of those sections authorizing optional probate court jurisdiction over revocable trusts apply to all trusts created under the terms of this instrument.

ARTICLE ELEVEN

To carry out the purposes of this trust, or any trust under this instrument, subject to article seven, paragraph D, and any other limitations stated elsewhere in this trust, the trustees are vested, without necessity of application to any Court, with the powers listed below as well as any powers conferred by law. The enumeration of certain powers in this trust shall not limit the trustees' powers. The trustees shall have all the rights, powers, and privileges that an absolute owner of the same property would have, subject to the trustees' fiduciary obligations and to any limitations stated elsewhere in this trust.

A. The trustees may, in the trustees' discretion, invest and reinvest trust funds in every kind of property (real, personal, or mixed) and every kind of investment, specifically including, but not limited to, corporate obligations of every kind; preferred or common stocks; shares of investment trusts, investment companies, and mutual funds; life insurance policies; notes, real estate, bonds, debentures, mortgages, deeds of trust, and mortgage participations that, under the then-prevailing circumstances (specifically including, but not limited to, the general economic conditions and the anticipated needs of the trust and its beneficiaries), persons of skill, prudence, and diligence, acting with care in a similar capacity and familiar with those matters, would use in the conduct of an enterprise of similar character and with similar aims, to attain the settlor's goals under this trust. The trustees shall consider individual investments as part of an overall investment strategy. The trustees' investments may include stock in, or any

common trust fund administered by, the trustees or stock in any entity owned by the trustees or that owns the trustees.

The trustees shall also have the power to invest in market funds and index funds; to establish and maintain margin accounts; and to buy or sell options, puts, and calls.

B. The trustees may, in the trustees' discretion, continue to hold any property and to operate at the risk of the trust estate any business that the trustees receive or acquire for as long as the trustees consider advisable.

C. The trustees may, in the trustees' discretion, retain, purchase, or otherwise acquire unproductive or underproductive property. This power is subject to the surviving spouse's right to compel the trustees either to sell unproductive or underproductive property or to make compensatory distributions of principal.

D. The trustees shall have all the rights, powers, and privileges of an owner of the securities held in trust, including, but not limited to, the powers to:

(1) Vote, give proxies, and pay assessments;

(2) Participate in voting trusts and pooling agreements and enter into shareholders' agreements, including, but not limited to, buy-sell agreements and close corporation and S corporation shareholders' agreements;

(3) Consent to foreclosures, reorganizations, consolidations, mergers, and liquidations;

(4) Deposit securities with and transfer title to any protective or other committee on any terms that the trustees, in the trustees' discretion, consider advisable; and

(5) Exercise or sell stock subscription or conversion rights.

E. The trustees may, in the trustees' discretion, hold stocks and other securities in the trustees' name as trustees under this trust, in a nominee's name, or in the name of the broker who handled the asset purchase (what is commonly called "street name"). The trustees may also, in the trustees' discretion, hold unregistered securities in "bearer" form, which enables ownership of the shares to pass by delivery.

F. The trustees may, in the trustees' discretion, acquire or dispose of trust property (for cash or credit), at public or private sale or by exchange; manage, control, divide, develop, improve, exchange, partition, change the character of, repair, alter, or abandon trust property; encumber, mortgage, or pledge trust property for a term within or beyond the term of the trust in connection with the exercise of any power vested in the trustees; and grant options on trust property.

The powers granted in this clause parallel and summarize those conferred in the California Probate Code and are not intended to limit the powers now or hereafter conferred by law.

G. The trustees, in the trustees' discretion, may lease trust property for terms within or beyond the term of the trust for any purpose, including exploration for and removal of gas, oil, minerals, and geothermal energy, and may enter into community oil leases, pooling, and unitization agreements.

H. The trustees may, in the trustees' discretion, lend money to the probate estate of either settlor, regardless of whether the executor of that estate and the trustees of this trust are the same person or entity.

I. The trustees may, in the trustees' discretion, purchase property at its fair market value from the the probate estate of either settlor.

J. The trustees may, in the trustees' discretion, do the following:

(1) Lend or advance the trustees' own funds to the trust for any trust purpose, with interest at current rates;

(2) Receive security for such loans in the form of a mortgage, pledge, deed of trust, or other encumbrance of any assets of the trust;

(3) Purchase assets of the trust at their fair market value; and

(4) Sell property to the trust at a price not in excess of its fair market value.

K. The trustees may, in the trustees' discretion, take any action and make any election to minimize the tax liabilities of (1) any trust created by this instrument and (2) the trust's beneficiaries. The trustees shall make adjustments between the income and principal accounts, to compensate for the consequences of any tax election or investment or administrative decision that has directly or indirectly benefited one beneficiary or group of beneficiaries over others.

L. The trustees may, in the trustees' discretion, borrow money and encumber trust property by mortgage, deed of trust, pledge, or otherwise, for the debts of the trust, the joint debts of the trust and a coowner of the property in which the trust has an interest, or a settlor's debts or to guarantee a settlor's debts, as long as assets of the bypass trust are not used to guarantee the debts of a surviving spouse who is a trustee.

M. The trustees may, in the trustees' discretion, initiate or defend, at the expense of the trust, any litigation that the trustees consider advisable relating to the trust or any property of the trust estate. The trustees' powers under this paragraph shall apply during the term of the trust and after distribution of trust assets. The trustees shall have no duties, however, regarding any litigation or claims occurring after distribution of trust assets, unless the trustees are adequately indemnified by the distributees for any loss occasioned by exercise of the powers.

N. The trustees may compromise, submit to arbitration, abandon, or otherwise adjust any claims or litigation against or in favor of the trust, as long as the trustees determine, in the trustees' discretion, that such action will be beneficial to the trust.

The trustees' powers under this clause shall apply during the term of the trust and after distribution of trust assets. The trustees shall have no duties, however, regarding any claims or litigation occurring after distribution of trust assets, unless the trustees are adequately indemnified by the distributees for any loss occasioned by exercise of the powers.

O. The trustees may, in the trustees' discretion, carry, at the expense of the trust, insurance of the kinds and in the amounts that the trustees consider advisable to protect the trust estate against any hazard and the trustees personally against liability with respect to third persons.

P. The trustees may, in the trustees' discretion, inspect from time to time or monitor any property held as part of the trust estate in order to determine compliance with any law, regulation, or ordinance that may or does affect the property. This power specifically includes the power to inspect assets controlled by any business enterprise held by the trustees.

Q. When an event occurs on which the trustees are required to divide or distribute trust property, the trustees may delay the division or distribution of all or part of the property (without later payment of interest) for the period of time necessary to ascertain and provide for the payment of any tax claim or other liability, contingent or otherwise, against the property. During this period, the trustees may pay the net income of the trust to the beneficiaries entitled to it, and any income not distributed shall, on resolution of any tax claim or other liability, be payable to the person entitled to it immediately after income is received by the trustees. The provisions of this paragraph shall not be deemed to postpone or defer the vesting of any interest created by the dispositive clauses of the trust.

R. Except as otherwise provided in article, in any case in which the trustees are required to separate any trust property into parts or shares, whether by division, partition, allotment, allocation, or distribution, or otherwise, the trustees are authorized to make such separation of the trust estate in undivided interests, in kind, or partly in money and partly in kind, either prorata or nonprorata, at reasonable values determined as of the date or dates of separation, and to sell property as the trustees consider advisable in order to effect such separation.

ARTICLE TWELVE

A. Allocations between principal and income shall be determined as follows:

(1) Subject to paragraph (2) of this clause and to any contrary provision in this trust, from and after the deceased spouse's death, the California Revised Uniform Principal and Income Act (RUPIA) shall govern beneficiaries' rights among themselves in matters concerning principal and income. If this Act contains no provision concerning a particular item, the trustees shall determine what is principal or income and apportion and allocate, in the trustees' discretion, receipts and expenses between these accounts. Income accrued or unpaid on trust property when received into any trust shall be treated as any other income.