

CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Grantors and the Primary Trustees of the **JOEL RONALD SLADE AND MARSHA JEAN NESS REVOCABLE TRUST DATED MAY 5, 2005**, a revocable grantor trust established by inter vivos agreement (hereinafter "Trust Agreement") executed by the Grantors and the Primary Trustees (hereinafter "Trust") in accordance with § 91-9-7 of the Mississippi Code Annotated, as amended, and, by this Certificate, the Grantors and Primary Trustees hereby certify the following:

- (a) The name of the Trust is the **JOEL RONALD SLADE AND MARSHA JEAN NESS REVOCABLE TRUST DATED MAY 5, 2005**.
- (b) The street and mailing address of the office of the Trust are:

1544 Massey Pointe Lane
Memphis, TN 38120

The street and mailing address of the Primary Trustees are:

1544 Massey Pointe Lane
Memphis, TN 38120

If the Primary Trustees are deceased, are incapacitated, resigns or are otherwise unwilling or unable to act as the Primary Trustees, 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: JEFFREY A. BLALACK
9610 Spring Meade Lane
Germantown, TN 38139

Second Successor: MATTHEW E. NADLER
4413 West 150th Street
Leawood, Kansas 66224

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

JOEL RONALD SLADE and MARSHA JEAN NESS
1544 Massey Pointe Lane
Memphis, TN 38120

F05-5260

Alan Bailey Jr.
aw

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**JOEL RONALD SLADE AND MARSHA JEAN NESS REVOCABLE TRUST DATED MAY 5, 2005
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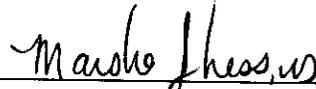
- (d) The legal description(s) of all interest(s) in real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed is(are) attached to this Certificate as Exhibit 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 Grantors and Primary Trustees 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 Grantors and Primary Trustees 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.



JOEL RONALD SLADE,
Grantor & Primary Trustee



MARSHA JEAN NESS,
Grantor & Primary Trustee

STATE OF TENNESSEE

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) SS:

COUNTY OF SHELBY

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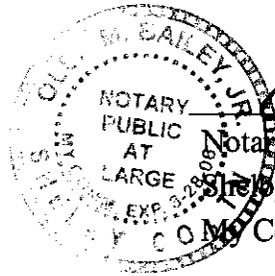
Personally came before me this 5th day of May, 2005, the above named JOEL RONALD SLADE and MARSHA JEAN NESS, to me known to be the persons who executed the foregoing instrument

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and acknowledged the same.



[Handwritten Signature]

Notary Public
Shelby County, Tennessee
My Commission expires:

Prepared by:

Olen M. "Mac" Bailey, Jr.,
The Bailey Law Firm, A Professional Corporation
5100 Wheelis Drive, Suite 215
Memphis, Tennessee 38117
Voice 901-843-2760
Fax 901-843-2761
TN BOPR Number 017633
MSB Number 8428

EXHIBIT A

LEGAL DESCRIPTION(S) OF ALL INTEREST(S) IN REAL PROPERTY

Lot 2, Delta Bluffs Planned Development, Area H, Phase I, located in Section 27, Township 1 South, Range 9 West, DeSoto County, Mississippi, as recorded in Plat Book 65, Page 34-36, in the Office of the Chancery Clerk, DeSoto County, Mississippi.