

CERTIFICATE OF TRUST AGREEMENT

THIS CERTIFICATE OF TRUST AGREEMENT, made as of this 7th day of September, 2005, at Southaven, MS, between WINSTON CRAIG CLARK (hereinafter referred to as "Trustor" and/or "Settlor") and KATHLEEN FORTNER CLARK, (hereinafter referred to as "Trustee").

For the purpose of evidencing of record the existence of the CLARK FAMILY TRUST ("Trust") and the power of the Trustee hereunder to hold and deal with the assets of said trust, this instrument is being executed pursuant to the intention of the original CLARK FAMILY TRUST ("Trust").

The undersigned Trustor 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 CLARK FAMILY TRUST, dated March 26, 2003 (the "Trust").
2. The name and address of the Trustor is:
WINSTON CRAIG CLARK
55 Physicians Lane, Suite 1, Southaven, Mississippi 38671
3. The name and address of the Trustee empowered to act under the Trust at the time of the execution of this Certificate is:
KATHLEEN FORTNER CLARK
4. The name and address of the Successor Trustees are:
As may be appointed by Trustor, and if no appointment by Trustor within 30 days of death, incapacity or resignation of original Trustee, then MITCHELL CAMPBELL of DeSoto County, Mississippi.

aski

5. The Anticipated date of Termination of this trust shall be: Upon the last beneficiary under the terms of the Trust Agreement attaining age 35.
6. The real property to be conveyed into this Trust in DeSoto County, Mississippi is described as follows:
- Lot 5, Second Revision, Section B, Division of Lot 10, Briargate Commercial Subdivision, in Section 31, Township 1 South, Range 7 West, City of Southaven, DeSoto County, Mississippi, as per plat thereof recorded in Plat Book 61, Page 7, in the Office of the Chancery Clerk of DeSoto County, Mississippi.
7. The trustee(s) is/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. Any person may rely upon this Certificate of Trust as evidence of the existence of said Trust Agreement, and is relieved of any obligation to verify that any transaction entered into by a Trustee or successor Trustee thereunder is consistent with the terms and conditions of said Trust Agreement.
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.

Winston Craig Clark

Winston Craig Clark, Trustor

Kathleen Fortner Clark

Kathleen Fortner Clark, Trustee

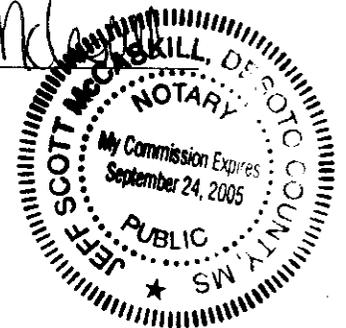
STATE OF Mississippi
COUNTY OF DESOTO

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, duly commissioned and qualified, Winston Craig Clark, the within named Trustor, with whom I am personally acquainted, or proved to me on this basis of satisfactory evidence, and who acknowledged that he 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 7th day of September, 2005.

Jeff Scott McCaskill
Notary Public

My Commission Expires: 9/24/2005



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, Kathleen Fortner Clark, the within named Trustee of the

CLARK FAMILY TRUST, with whom I am personally acquainted, or proved to me on this basis of satisfactory evidence, and who acknowledged that in said representative capacity 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 7th day of September, 2005.

Jeff Scott McCaskill
Notary Public

My Commission Expires: 9/24/2005



Prepared By:

Baskin McCaskill
P.O. Box 190
Southaven MS 38672
349-0664