

CERTIFICATE OF TRUST

This **CERTIFICATE OF TRUST** (hereinafter "Certificate") is executed by the Primary Trustees of **THE FAMILY GST EXEMPT TRUST**, a testamentary trust established by Last Will and Testament of Carol Backman Hoover dated April 18, 2000, and admitted to probate by the DeSoto County Chancery Court by Order dated September 28, 2005, Docket No. 05-08-1441 (hereinafter "Trust") executed Primary Trustees in accordance with § 91-9-7 of the Mississippi Code Annotated, as amended, and, by this Certificate, the Primary Trustees hereby certify the following:

(a) The name of the Trust is **THE FAMILY GST EXEMPT TRUST**.

(b) The street and mailing address of the office of the Trust are:

845 Crossover Lane, Bldg. D, Suite 105
Memphis, TN 38117

The street and mailing address of the Primary Trustees are:

CARL CLEAVY HOOVER and EDWARD M. NEAL
845 Crossover Lane, Bldg. D, Suite 105
Memphis, TN 38117

If the Primary Trustee, EDWARD M. NEAL, is deceased, is incapacitated, resigns or is otherwise unwilling or unable to act as a Primary Trustee, then the name(s) and street and mailing address(es) of all trustee(s) who are authorized to act as successor trustee(s) with the Primary Trustee, CARL CLEAVY HOOVER, pursuant to and under the Trust at the time of the execution of this Certificate are:

First Successor: JANET HOOVER SMITH
6121 Fern Avenue, #21
Shreveport, LA 71105

Upon the death of CARL CLEAVY HOOVER and thereafter, the co-trustee(s) named above shall serve as sole trustee(s) of the Trust in the order specified above.

(c) The name and street and mailing address of Carol Backman Hoover, Grantor of the Trust established in her Last will and Testament, was, at the time of her death:

7878 Campbell Wood Cove
Olive Branch, MS 38654

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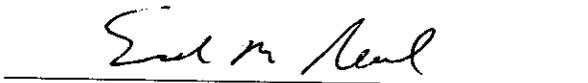
- (d) The legal description(s) of all interest(s) in real property which is(are) and shall be owned by or conveyed to the trust and which is(are) located in the Mississippi county of the chancery clerk's office in which this Certificate is and shall be filed is(are) attached to this Certificate as Exhibit A.
- (e) The anticipated date of termination of the Trust is upon the death of the beneficiaries plus twenty-one (21) years.
- (f) The Trust 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 Primary Trustees further hereby certify that no provisions in the Trust, 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 Primary Trustees hereby certify that the statements and representations contained in this Certificate are true and correct, and that the Trust has not been altered, amended, modified or revoked in any manner which would cause the statements and representations in this Certificate to be incorrect.



 CARL CLEAVY HOOVER, Primary
 Trustee



 EDWARD M. NEAL, Primary Trustee

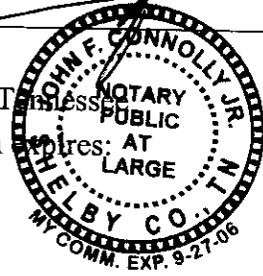
STATE OF TENNESSEE)
) SS:
 COUNTY OF SHELBY)

Personally came before me this 19th day of October, 2005, the above named CARL CLEAVY HOOVER, to me known to be the person who executed the foregoing instrument and acknowledged the same.

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Notary Public
Shelby County, Tennessee
My Commission Expires: AT
LARGE



STATE OF TENNESSEE)

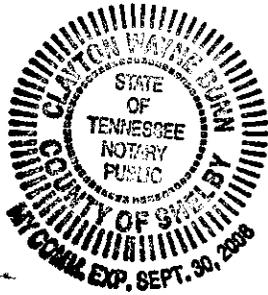
) SS:

COUNTY OF SHELBY)

Personally came before me this 27th day of October, 2005, the above named EDWARD M. NEAL, to me known to be the person who executed the foregoing instrument and acknowledged the same.



Notary Public
Shelby County, Tennessee
My Commission expires:



Prepared by: Olen M. "Mac" Bailey, Jr.,
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TN BOPR Number 017633
MSB Number 8428

EXHIBIT A

REAL PROPERTY

No interest(s) in real property.