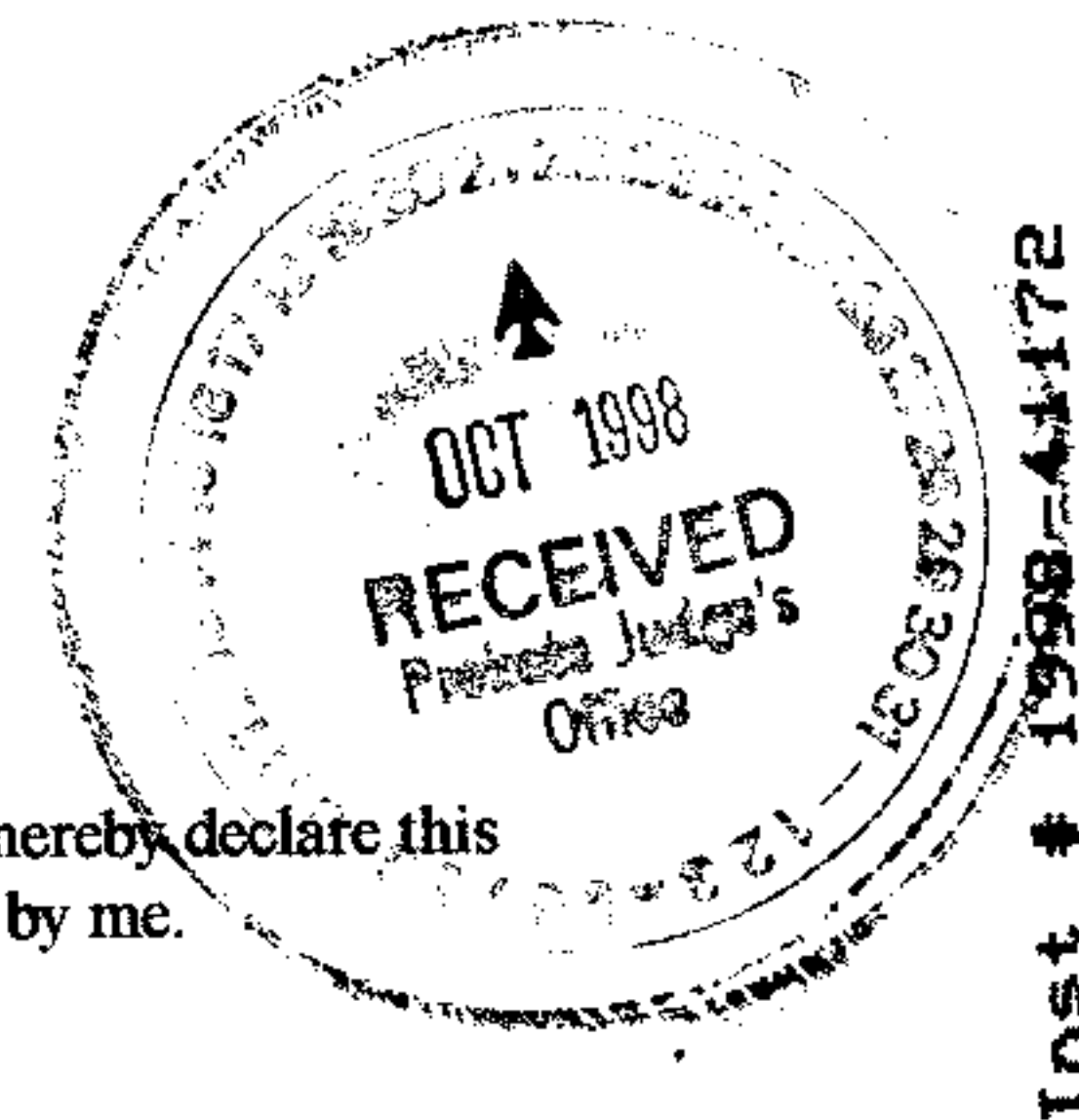


Last Will and Testament
of
Karen L. Mitchell



I, Karen L. Mitchell, domiciled and residing in Shelby County, State of Alabama, hereby declare this instrument to be my last Will and Testament and revoke all wills heretofore made by me.

Item I

- A. I am a single woman at the time of the execution of this will. My mother is living at the time of the execution of this will. I have no brothers and sisters.
- B. For all purposes under this will, adopted children, shall be accorded the same status as children born of marriage.

Item II

I direct that all of my debts, my funeral expenses, and the costs of administration of my estate be paid by my executor as soon as practicable after my death. In his/her discretion, my executrix may pay from my domiciliary estate all or any portion of the costs of ancillary administration and similar proceedings in other jurisdictions. (In the event that any property passing under this will shall, at the time of my death, be encumbered by mortgage or lien, or shall be pledged to secure any obligation, I direct that such indebtedness shall not be paid from my estate, but that the beneficiary receiving such property shall take it subject to the encumbrance.) (In his discretion, my executrix may prepay any installment obligations incurred by me during my lifetime in whole or in part or distribute any asset encumbered by such an obligation subject to the obligation.)

Item III

- A. I give and bequeath all my tangible personal property to Tonya A. Braddy. If she predeceases me, then to Alta Mitchell, my mother.
- B. My tangible personal property shall include, but not be limited to household goods, clothing, books, works of art, jewelry, hobby collections, automobiles, and personal effects, together with any policies of insurance thereon, if feasible, which are owned by me at the time of my death and are not otherwise specifically bequeathed. My tangible personal property shall also include any cash on hand or on deposit, securities, choices in action, or other intangibles which I own at my death.

Item IV

I hereby devise property in Chelsea Alabama (40 acres) I might own at my death to Alta Mitchell, in fee simple. If she should predecease me then I devise it to Raymond S. Moore, my uncle. I hereby devise the property at 1174 King Arthur Ct., Alabaster, AL to Tonya A. Braddy at my death.

Item V

All the rest, residue, and remainder of the property which I may own at the time of my death, real, personal, and mixed, tangible, and intangible, of whatever nature and wherever situated, including all property which I may acquire after the execution of this will, including all lapsed legacies and devises, I give, devise, and bequeath to Tonya A. Braddy. If Tonya A. Braddy should predecease me, then to Alta Mitchell.

10/21/1998-41172
11:29 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00

Item VI

A. I nominate and appoint Tonya A. Braddy executrix of this will. If she be dead or fail or refuse to act as executrix, or having acted, should thereafter die, resign or become incapacitated, then in that event I nominate and appoint Alta Mitchell as her successor.

B. I hereby grant to my executrix, or their successor, continuing, absolute, and discretionary power to deal with any property, real or personal, held in my estate as freely and completely as I might in handling my own affairs, including but not limited to the following powers and authority:

1. To sell, exchange, mortgage, lease or dispose of any or all property, real or personal, at public private sale, at such time and price and upon such terms and conditions as my executors or their successor shall determine.
2. To compromise, settle, or adjust any claim against my estate.

C. It is my desire and I direct that my executors or their successor my exercise the powers of authority herein granted independently and without prior or subsequent order or approval of any court or judicial authority, including having jurisdiction over the settlement of my estate.

D. I direct that neither my executrix or her successor shall be required to give bond for the faithful performance of her duties as such, or to file and inventory or appraisal of my estate in any court, and that if any bond be required by any statute, rule, or order of court, then I direct that no surety be required thereon.

Item VII

Whenever the masculine noun or pronoun is used herein, it is to be interpreted to include the feminine or neuter, and vise versa, if necessary to effectuate the provisions of this will, and whenever a singular noun or pronoun is used, it is to be considered as including the plural, and vise versa, if necessary to carry out my express intention.

I, Karen L. Mitchell, the testatrix, sign my name to this instrument this 16 day of Oct, 1998, and being first duly sworn, do hereby declare to the undersigned authority that I sign and execute this instrument as my last will and that I sign it willingly, that I execute is as my free and voluntary act for the purposes therein expressed, and that I am 18 years of age or older, of sound mind and under no constraint or undue influence.

Karen L. Mitchell
Karen L. Mitchell, Testatrix.

LAST WILL AND TESTAMENT
OF
KAREN L. MITCHELL

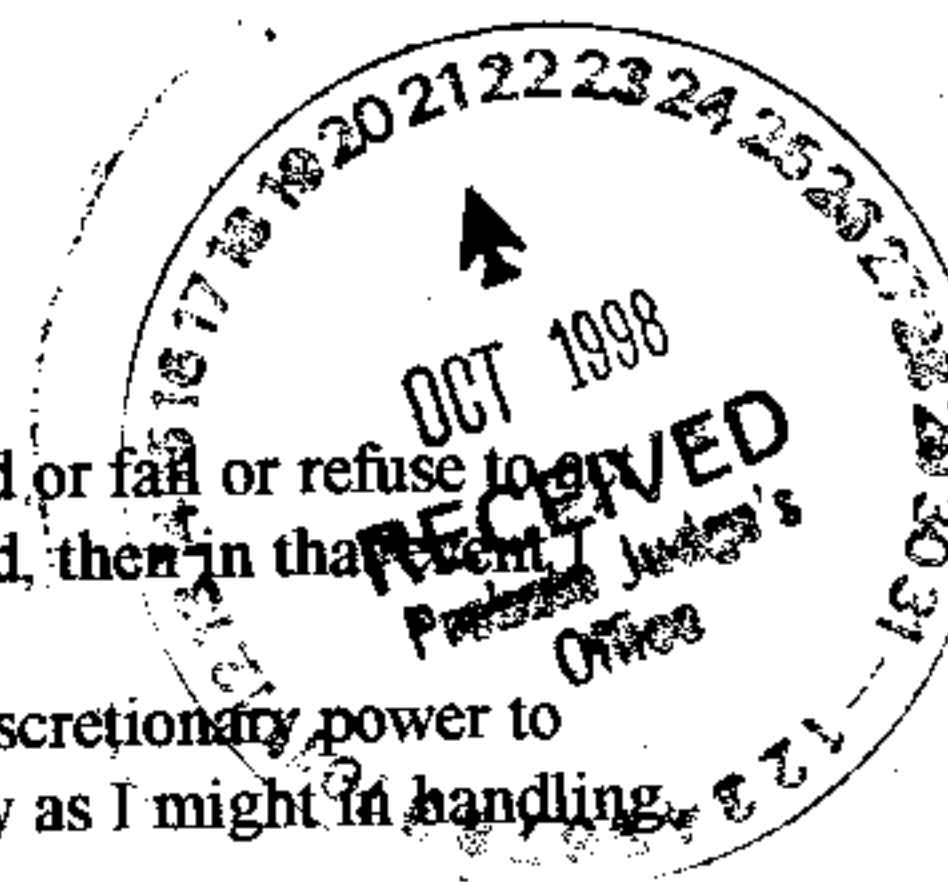
STATE OF ALABAMA
SHELBY COUNTY

Sucribed, sworn to and acknowledged before me by Karen L. Mitchell, the testator and subscribed and sworn before me by Karen L. Mitchell, witness, this 16th day of October, 1998.

John M. Medley
Notary Public

My Commission Expires NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Feb. 28, 2001.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

10/21/1998-41172
11:29 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MEL 11.00



Inst # 1998-4