

CERTIFICATE OF TRUST

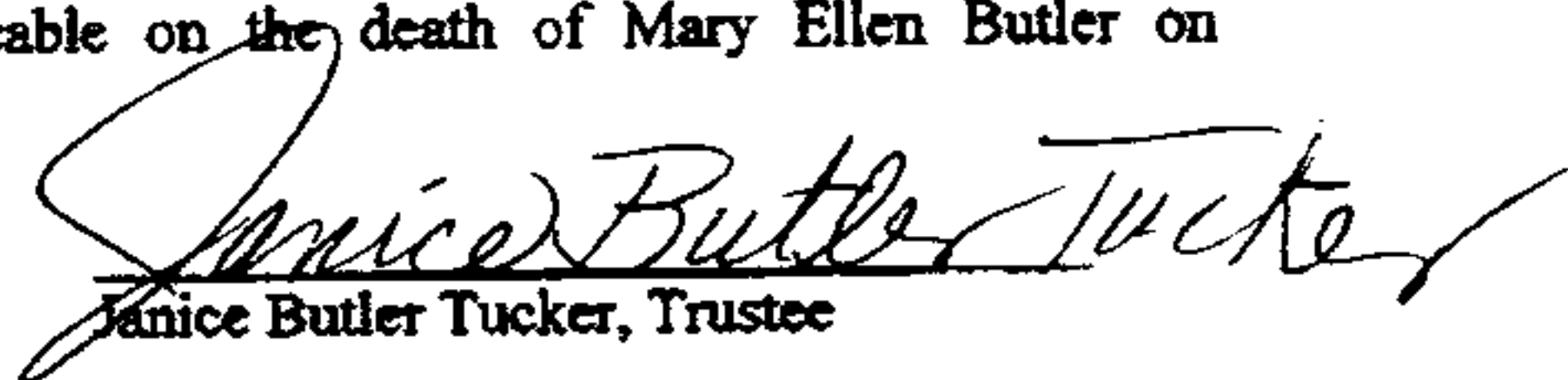
The undersigned Trustees hereby certify the following:

1. This Certificate of Trust refers to the Mary Ellen Butler Charitable Remainder Unitrust (the "Trust"), created under a revocable trust agreement (the "Agreement") executed on August 28, 1995, by Mary Ellen Butler.
2. The initial and currently serving Trustees of the Trust are:

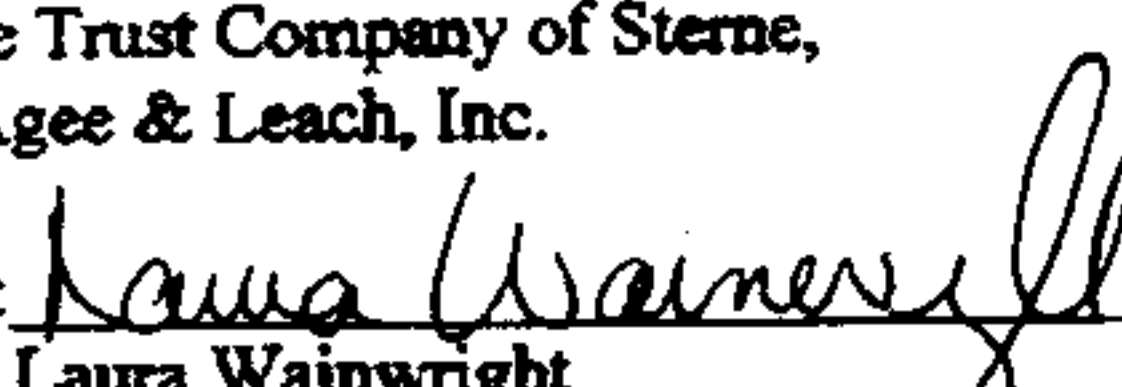
Janice Butler Tucker
5209 Harpeth Ridge Drive
Brentwood, TN 37027

The Trust Company of Sterne, Agee
& Leach, Inc.
800 Shades Creek Parkway, Suite 125
Birmingham, AL 35209
3. The Trustees under the terms of the Agreement are authorized to sell at public or private sale, auction, convey and transfer real and personal property in such manner and upon such terms and conditions as the Trustees may approve. All powers of the Trustees are fully set forth in Article III of the Agreement.
4. Mary Ellen Butler died on September 16, 1998, without revoking the Trust and without amending the Trust in any way that would limit the powers of the Trustees over trust property.
5. No person or entity paying money to or delivering property to the Trustees is required to see to its application.
6. A copy of this Certificate of Trust shall be just as valid as the original.

The undersigned certify that the statements in this Certificate of Trust are true and correct and that the Agreement described was executed in the County of Jefferson, Alabama, on August 28, 1995, and became irrevocable on the death of Mary Ellen Butler on September 16, 1998.


Janice Butler Tucker, Trustee

The Trust Company of Sterne,
Agee & Leach, Inc.

By: 
Laura Wainwright
Its: VP & Trust Officer

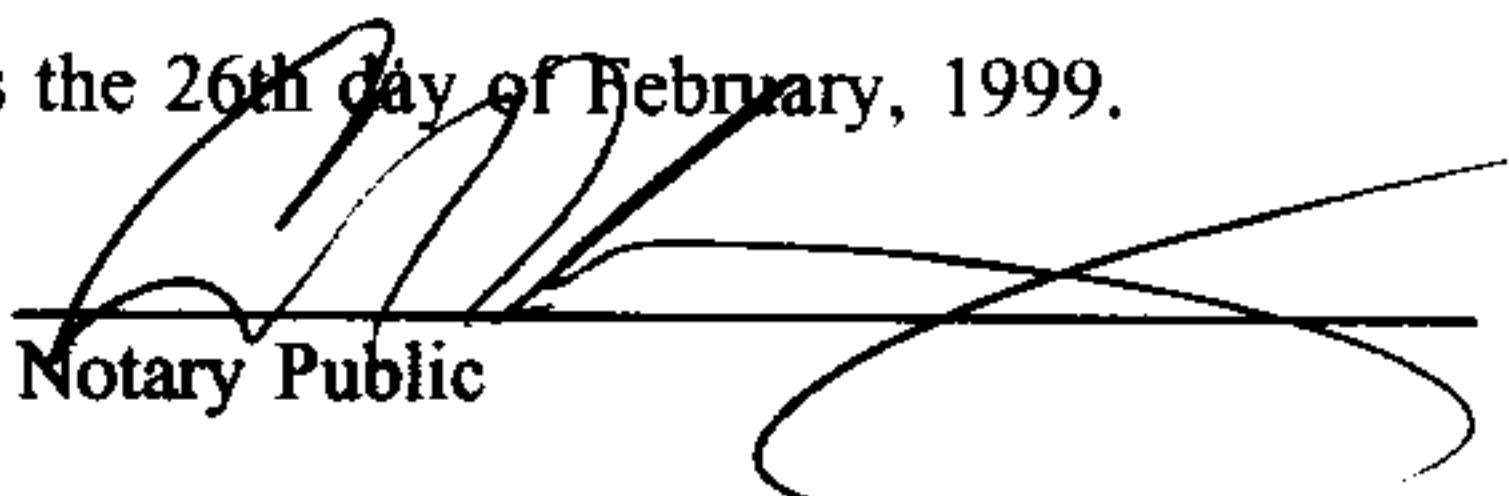
Inst # 1999-08740

03/03/1999-08740
09:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 CRH 11.00

STATE OF ALABAMA}
JEFFERSON COUNTY}

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that JANICE BUTLER TUCKER, whose name as Trustee of the Mary Ellen Butler Charitable Remainder Unitrust Agreement dated August 28, 1995, is signed to the foregoing Certificate of Trust, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Certificate of Trust, she, as such Trustee and with full authority, executed the same voluntarily for and as the act of said Charitable Remainder Unitrust Agreement.

Given under my hand and official seal, this the 26th day of February, 1999.

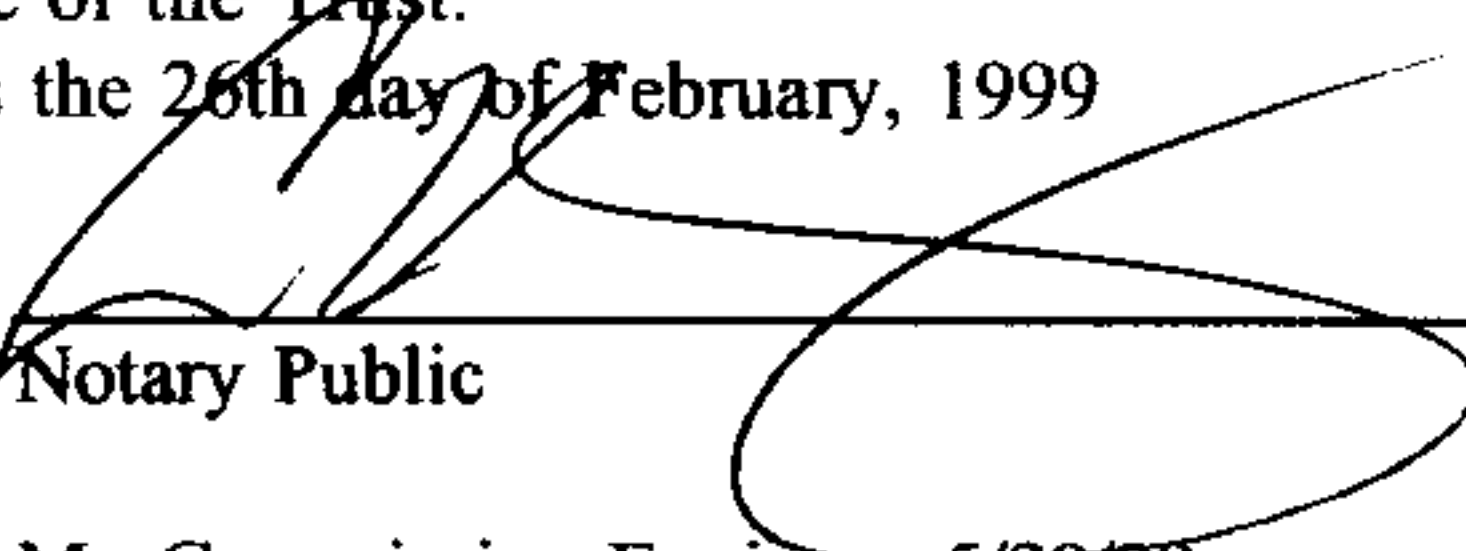

Notary Public

My Commission Expires: 5/29/99

STATE OF ALABAMA}
JEFFERSON COUNTY}

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that M. Laura Wainwright, whose name as Vice President, Personal Trust, of THE TRUST COMPANY OF STERNE, AGEE & LEACH, INC., which is Trustee of the Mary Ellen Butler Charitable Remainder Unitrust Agreement dated August 28, 1995, is signed to the foregoing Certificate of Trust, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Certificate of Trust, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation acting in its capacity as Trustee of the Trust.

Given under my hand and official seal, this the 26th day of February, 1999


Notary Public

My Commission Expires: 5/29/99

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