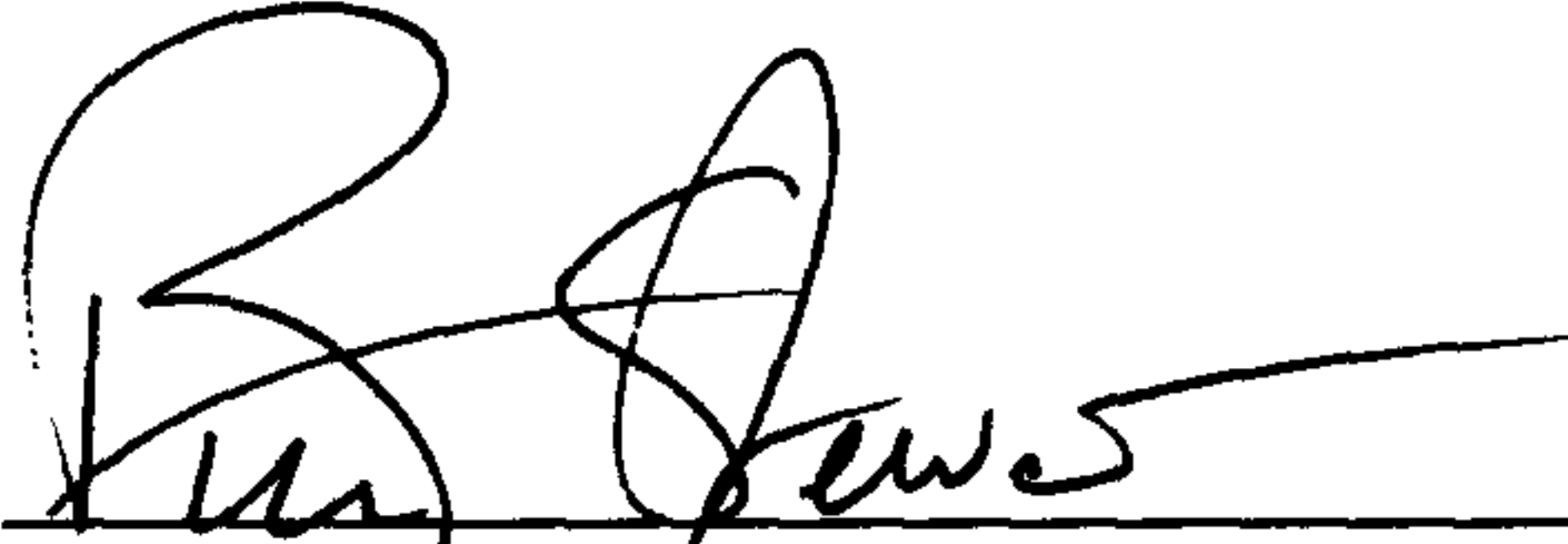
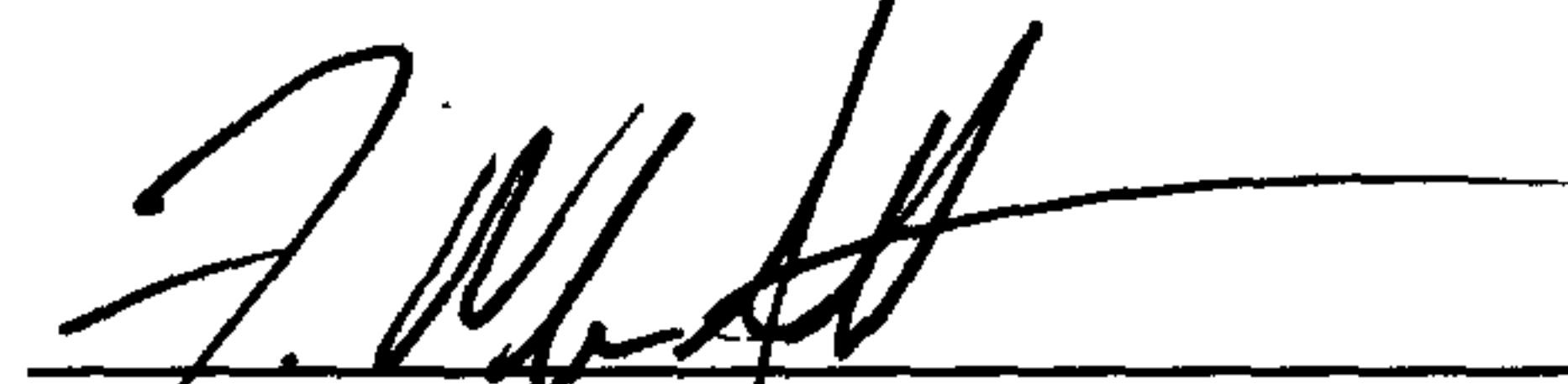


AFFIDAVIT

I, R.F. (Ben) Stewart III, do hereby certify I am the estate planning attorney for JAMES H. UPCHURCH (deceased) and HAZEL B. UPCHURCH. I personally prepared the attached Certificate of Trust and certify that it is a true and accurate copy.


R.F. (Ben) Stewart III

Sworn to and subscribed before me on May 30, 2002.


F. Wade Steed

Commission Expires: 11/5/2003

Certificate of Trust

The undersigned Trustors and Trustees hereby certify the following:

1. This Certificate of Trust refers to the UPCHURCH LIVING TRUST dated JUN 16 1997 under a revocable trust agreement executed on JUN 16 1997 by JAMES H. UPCHURCH and HAZEL B. UPCHURCH as Trustors.
2. The address of the Trustors is 3727 Keswick Circle, Birmingham, Alabama 35242.
3. The initial Trustees of the Trust are:

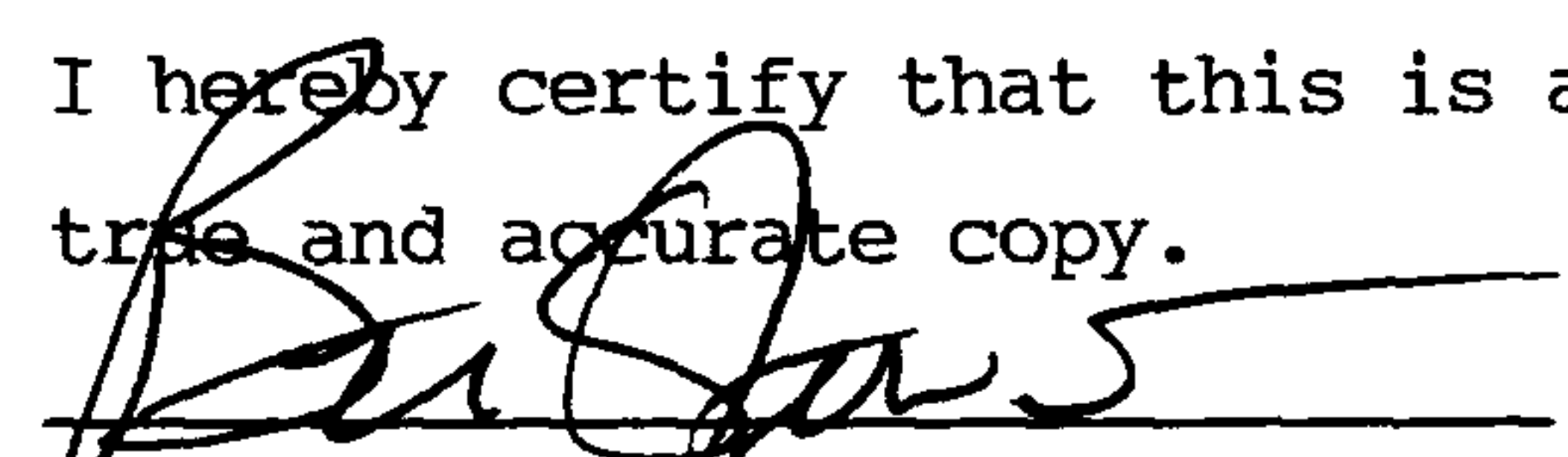
JAMES H. UPCHURCH
HAZEL B. UPCHURCH
4. The present Trustees are:

JAMES H. UPCHURCH
HAZEL B. UPCHURCH
5. Unless otherwise provided in the trust agreement, when either one of us is serving as Trustee under the trust, that Trustee may conduct business and act on behalf of the trust without the consent of any other Trustees.
6. The Trustees under the trust agreement are authorized to acquire, sell, convey, encumber, lease, borrow, manage and otherwise deal with interests in real and personal property in trust name. All powers of the Trustees are fully set forth in Article Fourteen of the trust agreement.
7. The trust has not been revoked and there have been no amendments limiting the powers of the Trustees over trust property.
8. No person or entity paying money to or delivering property to any Trustee shall be required to see to its application. All persons relying on this document regarding the Trustees and their powers over trust property shall be held harmless for any resulting loss or liability from such reliance. 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 it was executed in the County of Jefferson, Alabama on JUN 16 1997.

CERTIFICATION

I hereby certify that this is a true and accurate copy.


R.F. (Ben) Stewart III, Esq.

Trustors:

James H. Upchurch
JAMES H. UPCHURCH

Hazel B. Upchurch
HAZEL B. UPCHURCH

Trustees:

James H. Upchurch
JAMES H. UPCHURCH

Hazel B. Upchurch
HAZEL B. UPCHURCH

STATE OF ALABAMA)

SS

COUNTY OF JEFFERSON)

I, Melissa Lee Banks, hereby certify that JAMES H. UPCHURCH and HAZEL B. UPCHURCH, Trustors and Trustees whose names, are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand this the 16th day of June, A.D. 19 97.

Melissa Lee Banks
Notary Public

State At Large
Title My commission expires July 22, 2000.

Prepared by:
R.F. (Ben) Stewart III
Stewart Keever L.L.C.
100 RiverPoint Corporate Center
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Birmingham, AL 35243
(205) 970-0034 FAX (205) 970-0119