

WALTER J. MATTHEWS
2312 S. 6TH ST.
LAS VEGAS, NV. 89104-2920

Certification of Declaration of Trust

for

THE WALTER J. MATTHEWS LIVING TRUST

I, Walter J. Matthews, herein certify that I as Settlor established a Revocable Living Trust known as **THE WALTER J. MATTHEWS LIVING TRUST** Dated NOV 01 1996, and appointed myself and my successors, as Trustees of such Trust.

The following provisions are found in the Trust and anyone dealing with this Trust or its Trustees may rely upon such provisions as correct abbreviated statements of the operation of the Trust.

1. Property of any character may be added to the Trust upon approval of the Trustees.
2. The Settlor may amend or revoke the Trust at any time.
3. The Settlor shall serve as sole Trustee. If the Settlor dies, or is unable to serve, he or she may name a Successor Trustee to serve in his or her place.
4. The Settlor during his/her lifetime, shall have the right to discharge any Successor Trustee, of any Trust hereunder, and to appoint another Successor Trustee in its place.
5. The Successor Trustee(s) shall serve in line of succession as specified in the Trust:

Barbara Schmidt
Barbara Murphy
Vincent Matthews

If no successor is appointed, if the appointed successor(s) fails or ceases to serve, or if the personal powers of alteration, amendment, and revocation of a Settlor who is serving as sole Trustee are suspended as provided, _____, shall serve as Trustee hereunder without the approval of any court.

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Certificate of Trust & Abstract of Trust

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6. The Trustee is given broad powers, including the power, subject to the Trustee's fiduciary obligations, to have all the rights, power and privileges which an absolute owner of the same property would have. A copy of the Article which contains the powers of the Trustee is available upon request.

7. Said Trust is in full force and effect.

8. This Trust was created by common law right and is deemed to be domiciled in the State wherein the trustees reside.

9. Each of the Trustees have the right to transact business for the Trust over his or her sole signature and/or to hold property in his or her sole name as Trustee of the Trust.

The Settlers hereby state that the assertions of any Trustee herein above designated that (1) he or she is acting alone or with another qualified Trustee, or (2) that he or she is acting with full delegated powers of a Co-Trustee shall be sufficient on its face, and no third party dealing with this Trust shall be put to further inquiry into the right of such Co-Trustee to act.

IN WITNESS WHEREOF:

I, the undersigned Settlor, hereby certify the foregoing statements to be true and correct.

Signed and dated this 1st day of November, 1996.

Walter J. Matthews
Walter J. Matthews

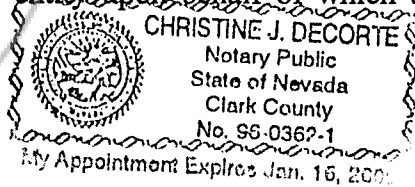
CERTIFICATE OF ACKNOWLEDGEMENT OF NOTARY PUBLIC

STATE OF NEVADA)
)ss.
COUNTY OF Clark)

On NOV 01 1996 before me Christine J. DePorte, personally appeared Walter J. Matthews, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal:

Signature Christine J. DePorte



(This area for official notary seal)

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Certificate of Trust & Abstract of Trust

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COPY

REQUESTED BY
Walter Mathews
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

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LINDA SLATER
RECORDER
\$ 9.00 PAID KQ DEPUTY