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**RESIGNATION AND APPOINTMENT
OF SUCCESSOR TRUSTEE**

COMES NOW, DOUGLAS J. MATTHEW, SR., Settlor and Co-Trustee of THE DOUGLAS J. MATTHEW, SR. 1991 FAMILY TRUST, and hereby declares as follows:

1. That the undersigned executed that certain trust document entitled THE DOUGLAS J. MATTHEW, SR. 1991 FAMILY TRUST dated March 8, 1991, as the Settlor and as the Initial Trustee.

2. Article Fourteenth A states in pertinent part:

"ARTICLE FOURTEENTH A. DOUGLAS J. MATTHEW, SR. and MONA MAY MATTHEW shall be the sole Trustees of the Trust herein created. In the event of the death of both DOUGLAS J. MATTHEW, SR. and MONA MAY MATTHEW, or the incompetency, inability or unwillingness of the said DOUGLAS J. MATTHEW, SR. and/or MONA MAY MATTHEW to act as Trustees, then DOUGLAS JAMES MATTHEW, JR. shall become the successor Trustee and he fails, refuses or is otherwise unable to so act, then OPHELIA FAE MATTHEW shall be the successor Trustee of the Trust herein created."

3. The undersigned, as Initial Trustee, is unable to currently act, and does by these presents appoint DOUGLAS JAMES

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