

CERTIFICATE OF FAMILY TRUST

Contemporaneously with the execution of this Certificate, the undersigned, WILLIAM V. WRIGHT, has executed that certain document entitled THE WRIGHT FAMILY TRUST, which provides in pertinent part, as follows:

1. Trustor - The Trustor under the terms of said Trust is WILLIAM V. WRIGHT.
2. Trustee - The Trustee under the terms of said Trust is WILLIAM V. WRIGHT.
3. Successor Trustee - In the event of the death, disability, refusal to serve or resignation of the Trustee, RICHARD A. WRIGHT and ROBERT W. WRIGHT shall become Co-Trustees of the Trust. In the event of the death, disability, refusal to serve or resignation of either RICHARD A. WRIGHT or ROBERT W. WRIGHT, the remaining Co-Trustee shall become the sole Trustee of the Trust. In the event of the death, disability, refusal to serve or resignation of both RICHARD A. WRIGHT and ROBERT W. WRIGHT, JOANNA L. SHARPE shall become the sole Trustee of the Trust. In the event of the death, disability, refusal to serve or resignation of JOANNA L. SHARPE, WELLS FARGO BANK shall become sole Trustee of the Trust. No bond shall be required of any person or corporate fiduciary appointed to act as Trustee of the Trust.
4. Power to Revoke or Amend - During the lifetime of the Trustor, the Trust may be revoked in whole or in part by an instrument, in writing, signed by the Trustor and

delivered to the Trustee. In the event of such revocation, the Trustee promptly shall deliver to the Trustor, all or the designated portion, of the trust property assets.

During the lifetime of the Trustor, he, at any time and from time to time, may amend any of the terms hereof by an instrument in writing signed by the Trustor and delivered to the Trustee; provided, however, that any amendment substantially affecting the Trustee's duties, liabilities or compensation shall not be effective without the consent of the Trustee.

5. Powers of the Trustee - (See Exhibit "A" attached hereto and by this reference made a part hereof).

IN WITNESS WHEREOF, the Trustor has hereunto set his hand this 17th day of December, 1996.

William V. Wright
WILLIAM V. WRIGHT

STATE OF NEVADA)
 : ss.:
COUNTY OF CLARK)

On this 17 day of December, 1996, before me, the undersigned, a Notary Public in and for said County and State, personally appeared WILLIAM V. WRIGHT, known to me to be the person described in and who executed the foregoing Certificate of Family Trust, and duly acknowledged to me that he executed

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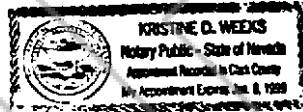
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the same freely and voluntarily and for the uses and purposes
therein mentioned.

WITNESS my hand and official seal.

Kristine D. Weeks

NOTARY PUBLIC in and for said
County and State



After recording, return to:

William V. Wright
220 S. Bruce
Las Vegas, Nevada 89101

POWERS OF THE TRUSTEE

To fulfill the purposes of any trust created hereunder, and subject to any limitation stated elsewhere herein, the Trustee is vested with the following powers with respect to the Trust Estate, and to any part thereof, in addition to those powers now or hereafter conferred by law:

A. General Powers

1. To manage, to control, to grant options to purchase, to contract to sell or to sell (for cash or on deferred payments), to convey, to exchange, to partition, to divide, to improve and to repair trust property;
2. To lease trust property for terms within or beyond the term of a trust for any purpose, including exploration for, and removal of gas, oil, and other minerals, and to enter into community oil leases and pooling and unitization agreements;
3. To borrow money and to encumber or to hypothecate trust property by mortgage, deed of trust, pledge or otherwise;
4. Subject to the provisions of Paragraph B of this Exhibit A, to loan money;
5. To commence or to defend litigation with respect to the Trust Estate at the expense of the Trust Estate;
6. To compromise or otherwise to adjust any claims or litigations against or in favor of the Trust Estate;
7. To retain, to invest and to reinvest the Trust Estate in every kind of property, real, personal and mixed, and every kind of investment, foreign and domestic, specifically including, but not limited to, corporate obligations of every kind, stocks, preferred and common, partnerships, general and limited, shares of investment trusts, investment companies, mutual funds, mortgage participations and beneficial interests in trust, which men of prudence, discretion and intelligence acquire for their own accounts, and any common trust funds administered by the Trustee.

EXHIBIT "A"

8. With respect to securities held in the Trust Estate, to have all of the rights, powers and privileges of an owner, including, but not limited to, the power to vote, to give proxies, to pay assessments, to participate in voting trusts, pooling agreements, foreclosures, reorganizations, consolidations, participation, to deposit securities with, and transfer title to any protective or other committee on such terms as the Trustee may deem advisable, and to exercise or to sell stock subscription or conversion rights;

9. To hold securities or other property in the Trustee's name as Trustee hereof, or in the Trustee's own name, or in the name of a nominee, or the Trustee may hold securities unregistered in such condition that ownership will pass by delivery;

10. To abandon any property or interest therein if, in the Trustee's discretion, such abandonment is in the best interest of the trust and its beneficiaries;

11. To hold, to purchase and to maintain life insurance policies or annuity contracts on the life of a beneficiary of the Trust Estate and any person in whom such beneficiary has an insurable interest, and to exercise all rights of ownership and control contained in the policy in accordance with the provisions of Paragraph A of Exhibit A hereof;

12. To hold, to purchase and maintain accident and health insurance policies on a beneficiary of the Trust Estate and any person in whom such beneficiary has an insurable interest, and to exercise all rights of ownership and control contained in the policy; and

13. To carry, at the expense of the Trust Estate, other insurance of such kinds and in such amounts as the Trustee deems advisable to protect the Trust Estate against any hazard.

B. Trustee's Self-Dealing

1. Notwithstanding any rule of law prohibiting self-dealing, the Trustee shall have the power to loan money to borrow from, sell property to or purchase property from the following:

EXHIBIT "A"

(a) The probate estate of the Trustor.

(b) Any trust created by any person.

2. Any loan made to an estate or Trust described in this Paragraph B shall be adequately secured and shall bear an adequate rate of interest.

3. Any sale of property to or purchase of property from an estate or trust described in this Paragraph B shall be for a consideration equal to the fair market value of the property.

C. Determination of Principal and Income

Except as otherwise specifically provided herein, the determination of all matters with respect to what is principal and what is income of the Trust Estate, and the apportionment and allocation of receipts and expenses between these accounts shall be governed by the provisions of the Nevada Revised Uniform Principal and Income Act from time to time existing. Any such matter for which no provision is made either herein or therein shall be determined by the Trustee, in the Trustee's discretion.

D. Employment of Agents

The Trustee may employ accountants, appraisers, attorneys, attorneys-in-fact, brokers, custodians, investment advisors, investment counselors and such other agents as the Trustee may deem advisable and may pay reasonable compensation for their services. The corporate Trustee also shall receive reasonable compensation for its services as Trustee.

E. Margin Accounts

The Trustee may make "short" sales and may maintain and may operate margin accounts with brokers, and may pledge any securities for loans and advances made to the Trustee.

108355

NO. 108355
Filed And Recorded At Request Of
Jerome L. Blut
March 13, 1997
At 01 Minutes Past 1 O'Clock
P M In Book 126 OF Official Records
Page 305 Lincoln County Nevada.

Yuriko Setzer
County Recorder
by Julia Kucher deputy

EXHIBIT "A"

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