155095

CERTIFICATE OF REVOCABLE FAMILY TRUST

On or about the 12th day of March, 1992, the undersigned, EUGENE J. GORLICK and JEANNE M. GORLICK, residents of Clark County, Nevada, executed that certain document entitled, the "EUGENE J. GORLICK AND JEANNE M. GORLICK FAMILY TRUST", which provides in pertinent part as follows:

1. GRANTORS: The Grantors under the terms of said Trust are EUGENE J. GORLICK and JEANNE M. GORLICK.

2. TRUSTEES: The Trustees under said Trust are EUGENE J. GORLICK and JEANNE M. GORLICK.

3. SUCCESSOR TRUSTEES: Upon the death of the original Trustees, ALLEN GORLICK, shall serve as the Successor Trustee. Upon the death, incapacity or resignation of ALLEN GORLICK, all of the then surviving adult beneficiaries shall select by a majority vote the new Successor Trustee. In the event that said adult beneficiaries cannot agree to a Successor Trustee, then they shall elect a bank to serve as Successor Trustee.

4. POWER TO AMEND OR REVOKE: During the life of the Grantors, the Trust may be revoked in whole or in part by an instrument in writing signed by the Grantors and delivered to the Trustees. The Grantors may, at any time during the Grantors' life, amend any of the terms of the Trust by an instrument in writing signed by the Grantors and delivered to the Trustees.

5. POWERS OF TRUSTEES:

(a) To register any securities or other property held hereunder in the names of the Trustees or in the name of a nominee, with or without the addition of words indicating that such securities or other property are held in a fiduciary capacity, and to hold in bearer from any securities or other property held hereunder so that title thereto will pass by delivery, but the books and records of Trustees shall show that all such investments are part of their respective funds.

(b) To hold, manage, invest, and account for the separate TRUSTS in one or more consolidated funds, in whole or in part, as they may determine. As to each consolidation fund, the division into the various shares comprising such fund need be made only upon Trustees' books of account.

(c) To lease trust property for terms within or beyond the term of the trust and for any purpose, including exploration for and removal of gas, oil and other minerals;
and to enter into community oil leases, pooling and unitization agreements.

(d) To borrow money and to encumber or hypothecate trust property by mortgage, deed of trust, pledge, or otherwise; borrow money on behalf of one trust from any other trust created hereunder, and during the joint lives of the Trustors to guarantee any loan by them.

(e) To hold and retain any property, real or personal, in the form in which the same may be at the time of receipt thereof, as long as in the exercise of their discretion it may be advisable so to do, notwithstanding same may not be of a character authorized by law for investment of Trust funds.

(f) To invest and reinvest Trust property in their absolute discretion, and they shall not be restricted in their choice of investments to such investments as are permissible for fiduciaries under any present or future applicable law, notwithstanding that the same may constitute an interest in a partnership.

(g) To advance funds to any of the Trusts for any Trust purpose. The interest rate imposed for such advances shall not exceed the current rates.

(h) To institute, compromise, and defend any actions and proceedings.

(i) To vote, in person or by proxy, at corporate meetings any shares of stock in any Trust created herein, and to participate in or consent to any voting Trust, reorganization, dissolution, liquidation, merger, or other action affecting any such shares of stock or any corporation which has issued such shares of stock.

(j) To partition, allot, and distribute, in undivided interests or in kind, or partly in money and partly in kind, and to sell such property as Trustees may deem necessary to make a division for partial or final distribution or any of the Trusts.

(k) To determine what is principal or income of the Trusts and apportion and allocate receipts and expenses as between these accounts.

(l) To make payments hereunder directly to any beneficiary under disability, to the guardian of his or her person or Estate, to any other person deemed suitable by Trustees, or by direct payment of such beneficiary's expenses.

(m) To employ agents, attorneys, brokers, and other employees, individual or corporate, and to pay them reasonable compensation, which shall be deemed part of the expenses of the Trusts and powers hereunder.

(n) To accept additions of property to the Trusts, whether made by the Trustors, a member of Trustors' family, by any beneficiaries hereunder, or by anyone interested in said beneficiaries.

(o) To hold on deposit or to deposit any funds of any Trust created herein, whether part of the original Trust fund or received thereafter, in one or more savings and loan associations, banks, or other financing institutions in such form of account, whether or not interest bearing, as Trustees may determine, without regard to the amount of any such deposit or to whether or not it would otherwise be a suitable investment for funds of a Trust.

(p) To open and maintain safety deposit boxes in the name of this Trust.

(q) To make distributions to any Trust or beneficiary hereunder in cash or in specific property, real or personal, or an undivided interest therein, or partly in cash and partly in such property, and to do so without regard to the income tax basis of specific property, so distributed. The Trustors request but do not direct, that the Trustees make distributions in a manner which will result in maximizing the aggregate increase in income tax basis of assets of the said Estate on account of federal and state estate, inheritance and succession taxes attributable to appreciation of such assets.

(r) To apply any part or the whole amount of any insurance proceeds collected hereunder, or the income or principal of the Trust, to purchase assets from the insured Trustors' Estate or from an irrevocable Trust which may be offered for sale by the legal representative of the insured's Estate at a price equal to the value of such assets as fixed by competent authority for purposes of determining the liability of the insured's Estate for death taxes or at such representative of the insured's Estate.

(s) The enumeration of certain powers of the Trustees shall not limit their general powers, subject always to the discharge of their fiduciary obligations, and being vested with and having all the rights, powers, and privileges which an absolute owner of the same property would have.

(t) In regards to the operation of any closely held business of the Trust, the Trustees shall have the following powers:

(1) The power to retain and continue the business engaged in or to recapitalize, liquidate or sell the same.

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(2) The power to direct, control, supervise, manage or participate in the operation of the business and to determine the manner and degree of the fiduciary's active participation in the management of the business and to the end to delegate all or any part of the power to supervise, manage or operate the business to such person or persons as the fiduciary may select, including any individual who may be a beneficiary or Trustee hereunder.

(3) The power to engage, compensate and discharge, or as a stockholder owning the stock of a corporation, to vote for the engagement, compensation and discharge of such managers, employees, agents, attorneys, accountants, consultants or other representatives, including anyone who may be a beneficiary or Trustee hereunder.

(4) The power to become or continue to be an officer, director or employee of any corporation and to be paid reasonable compensation from such corporation such officer, director and employee, in addition to any compensation otherwise allowed by law.

(5) The power to invest or employ in such business such other assets of the Estate.

IN WITNESS WHEREOF, the Grantors have hereunto set their hands this 7th day of June, 1994.

Eugene J. Gorlick
EUGENE J. GORLICK

Jeanne M. Gorlick
JEANNE M. GORLICK

STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

On this 7th day of June, 1994, before me, the undersigned, a Notary Public in and for said County and State, personally appeared EUGENE J. GORLICK and JEANNE M. GORLICK, known to me to be the persons described in and who executed the foregoing Certificate of Revocable Family Trust, and duly acknowledged to me that this Certificate was executed freely and voluntarily and for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Jane Marie Weaver

NOTARY PUBLIC

JANE MARIE WEAVER
Notary Public-State of Nevada
CLARK COUNTY
My Commission Expires
January 23, 1998

APPROVED AS TO FORM:

JOHN W. BOYER, ESQ.
Nevada Bar #002356
Attorney for Grantors

WHEN RECORDED, RETURN TO:

John W. Boyer, Esq.
1700 Bearden Drive
Las Vegas, Nevada 89106

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
John W. Boyer
94 SEP -2 AM 11:41
EUREKA COUNTY NEVADA
M.N. REBALEATI, RECORDER
FILE NO. FEE$ 11.00

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