

RELEASE OF EASEMENT RIGHTS

THIS RELEASE was executed as of October 22, 1997 by MEDPLEX, LAND ASSOCIATES, an Alabama General Partnership ("MLA"); MEDPLEX, INC., an Alabama corporation ("Medplex"); MEDPLEX TWO, INC., an Alabama corporation ("Medplex Two"); and SOUTHLAKE PROPERTIES, an Alabama general partnership ("Southlake"); and McWHORTER PROPERTIES-HOOVER, L.L.C., an Alabama limited liability company ("MPH") for the purposes hereinafter described.

R E C I T A L S:

A. MLA is the owner of Lot 1A (the "Surgery Center Lot"), according to a resurvey of Lot 1, Medplex, recorded in Map Book 22, Page 160, in the office of the Judge of Probate of Shelby County, Alabama (the "Probate Office").

B. Medplex is the owner of Lot 1A (the "POB I Lot") according to a resurvey of Lots 2, 4 and 5, Medplex, recorded in Map Book 15, Page 120 in the Probate Office.

C. Medplex Two is the owner of Lot 2A (the "POB II Lot") according to the resurvey of Lots 2, 4 and 5, Medplex, recorded in Map Book 15, Page 120, in the Probate Office.

D. Southlake is the owner of Lot 3 (the "Corner Lot") according to the Medplex Subdivision recorded in Map Book 11, Page 105, in the Probate Office. (The Surgery Center Lot, POB I Lot, POB II Lot and Corner Lot are collectively referred to as the "Lots").

E. The Lots are benefitted and burdened by that certain Access Easement Agreement (the "Easement") set out by instrument recorded in Real 170, Page 303, in the Probate Office.

F. MLA has conveyed to MPH approximately 6,385.6 square feet of the Surgery Center Lot (the "Subject Property"), as particularly described on Exhibit A hereto, and continues to own the balance of the Surgery Center Lot (the "Remaining Surgery Center Parcel").

G. The parties have executed this instrument in order to set forth their agreement that the Subject Property is not benefitted or burdened by the Easement.

NOW, THEREFORE, in consideration of the premises recited above, the mutual covenants set forth below, and other good and valuable consideration, the parties hereby agree as follows:

1. MPH, as owner of the Subject Property, hereby acknowledges and agrees that the Subject Property is not benefitted by the Easement, and that no access between the Subject Property and Southlake Parkway is afforded by virtue of the Easement. MPH hereby releases

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any rights appurtenant to the Subject Property which may have previously existed under the terms of the Easement.


2. MLA, as owner of the Remaining Surgery Center Parcel, Medplex, Medplex Two and Southlake hereby acknowledge and agree that they have no rights in or to the Subject Property by virtue of the Easement, and hereby release and waive any such rights which they may previously have held.

3. Except as hereby modified, the Easement shall remain in full force and effect, and shall continue to provide rights of ingress and egress to and from the Remaining Surgery Center Parcel, the POB I Lot, the POB II Lot, and the Corner Lot, to Southlake Parkway.

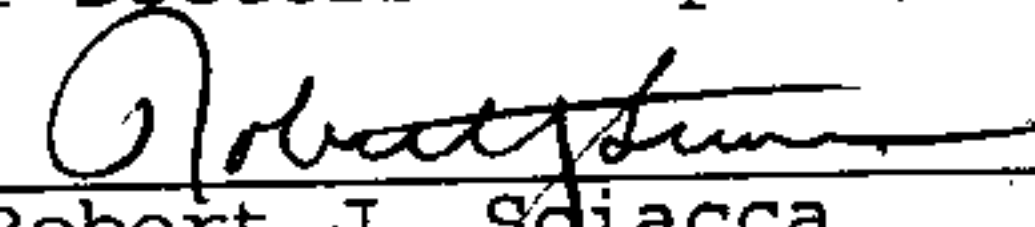
IN WITNESS WHEREOF, the parties have executed this instrument as of the date first shown above.

MEDPLEX LAND ASSOCIATES,
an Alabama general partnership

By: Brookwood Center Development
Corporation

By: 
Gregory H. Burfitt
Vice President

By: Hoover Doctors Group II, Inc.

By: 
Robert J. Sciacca
President

MEDPLEX, INC., an Alabama corporation

By: 
C. Steven Daughtry, President

MEDPLEX TWO, INC., an Alabama
corporation

By: 
C. Steven Daughtry, President

SOUTHLAKE PROPERTIES, an Alabama
general partnership

By: Rime Developers, Inc., an
Alabama corporation,
General Partner

By: Harold W. Ripps, President

MCWHORTER PROPERTIES-HOOVER, L.L.C, an
Alabama limited liability company

By: _____
Its: _____

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that Gregory H. Burfitt,
whose name as Vice President of Brookwood Center Development
Corporation, an Alabama corporation, General Partner of Medplex
Land Associates, an Alabama general partnership, is signed to the
foregoing instrument in his capacity as such officer of Brookwood
Center Development Corporation and with full authority, executed
said instrument voluntarily for and as the act of said corporation,
in its capacity as a General Partner of Medplex Land Associates, on
the day the same bears date.

Given under my hand this the 22nd day of October, 1997.



Notary Public

My Commission Expires: 4-19-2000

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that Robert J. Sciacca, whose

name as President of Hoover Doctors Group II, Inc., an Alabama corporation, General Partner of Hoover Doctors Group II, Inc., an Alabama general partnership, is signed to the foregoing instrument, in his capacity as such officer of Hoover Doctors Group II, Inc. and with full authority, executed said instrument voluntarily for and as the act of said corporation, in its capacity as a General Partner of Medplex Land Associates, on the day the same bears date.

Given under my hand this the 20th day of October, 1997.

Reba Grater

Notary Public

My Commission Expires: _____

MY COMMISSION EXPIRES MARCH 3, 1999

STATE OF ALABAMA}

Jefferson COUNTY}

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that C. Steven Daughtry, whose name as President of Medplex, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

GIVEN under my hand and official seal this the 20th day of October, 1997.

Reba Grater

Notary Public

MY COMMISSION EXPIRES MARCH 3, 1999

STATE OF ALABAMA}

Jefferson COUNTY}

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that C. Steven Daughtry, whose name as President of Medplex Two, Inc., an Alabama corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he as such officer and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

GIVEN under my hand and official seal this the 20th day of October, 1997.

Reba Carter

Notary Public

My Commission Expires: _____

MY COMMISSION EXPIRES MARCH 3, 1999

STATE OF ALABAMA)

JEFFERSON COUNTY)

i, _____, a Notary Public in and for said County in said State, hereby certify that Harold W. Ripps, whose name as President of Rime Developers, Inc., a corporation, as General Partner of Southlake Properties, an Alabama general partnership, is signed in the foregoing instrument, and who is known to me, acknowledged before me on this date, that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, acting as general partner of said Partnership.

GIVEN under my hand and official seal this the _____ day of _____, 199____.

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that _____, whose name as _____ of MCWHORTER PROPERTIES-HOOVER, L.L.C., a limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents thereof, he, as such _____ and with full authority, executed the same voluntarily for and as the act of said limited liability company.

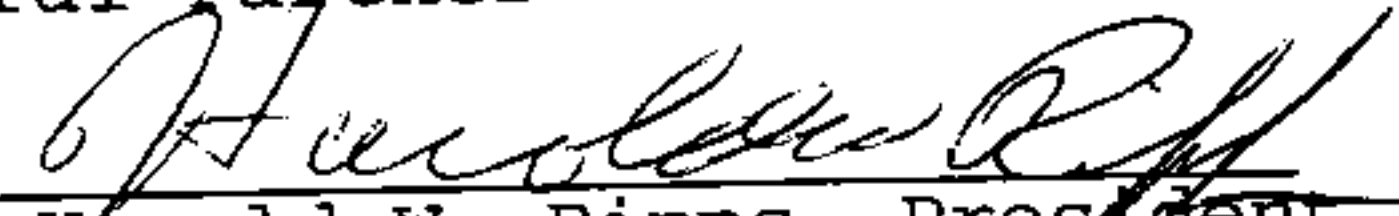
GIVEN under my hand and official seal this _____ day of _____, 1997.

Notary Public

My Commission Expires: _____

SOUTHLAKE PROPERTIES, an Alabama
general partnership

By: Rime Developers, Inc., an
Alabama corporation,
General Partner

By: 
Harold W. Ripps, President

MCWHORTER PROPERTIES-HOOVER, L.L.C., an
Alabama limited liability company

By: _____
Its: _____

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that Gregory H. Burfitt,
whose name as Vice President of Brookwood Center Development
Corporation, an Alabama corporation, General Partner of Medplex
Land Associates, an Alabama general partnership, is signed to the
foregoing instrument in his capacity as such officer of Brookwood
Center Development Corporation and with full authority, executed
said instrument voluntarily for and as the act of said corporation,
in its capacity as a General Partner of Medplex Land Associates, on
the day the same bears date.

Given under my hand this the _____ day of October, 1997.

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned authority, a Notary Public in and for said
County, in said State, hereby certify that Robert J. Sciacca, whose

Notary Public

My Commission Expires: _____

STATE OF ALABAMA)

Shelby
JEFFERSON COUNTY)

i, Sandra Jackson, a Notary Public in and for said County in said State, hereby certify that Harold W. Ripps, whose name as President of Rime Developers, Inc., a corporation, as General Partner of Southlake Properties, an Alabama general partnership, is signed in the foregoing instrument, and who is known to me, acknowledged before me on this date, that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation, acting as general partner of said Partnership.

GIVEN under my hand and official seal this the 22nd day of October, 1997.

Sandra Jackson
Notary Public
My Commission Expires: 11/4/98

STATE OF ALABAMA)

COUNTY OF _____)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that _____, whose name as _____ of MCWHORTER PROPERTIES-HOOVER, L.L.C., a limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents thereof, he, as such _____ and with full authority, executed the same voluntarily for and as the act of said limited liability company.

GIVEN under my hand and official seal this _____ day of _____, 1997.

Notary Public

My Commission Expires: _____

MCWHORTER PROPERTIES - HOOVER, L.L.C.

By: Earlton C. McWhorter

Its: Manager

Date: 10/20/97

STATE OF Al)
COUNTY OF Calhoun)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Earlton C. McWhorter, whose name as manager of MCWHORTER PROPERTIES-HOOVER, L.L.C., a limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents thereof, he, as such manager and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 20th day of October, 1997.

Lisa Stringfield
Notary Public

My Commission Expires: 7/24/2000

EXHIBIT A

A part of Lot 1A, according to the resurvey of Lot 1, Medplex as recorded in Map Book 22, Page 160, in the Probate Office of Shelby County. Being more particularly described as follows:

Commence at the Northwest corner of the Northeast 1/4 of the Northwest corner of Section 29, Township 19 South, Range 2 West; thence run South along the West line of said 1/4-1/4 Section for 201.41 feet to the point of BEGINNING; thence continue along last described course for 153.85 feet to a point on the Northerly right-of-way line of Valleydale Road (Shelby County Road 17); thence turn 123 degrees 38'54" left and run Northeasterly along said right-of-way line for 99.72 feet; thence turn 96 degrees 26'38" left and run Northwesterly for 128.89 feet to the point of BEGINNING, containing 6,385.60 square feet.

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