

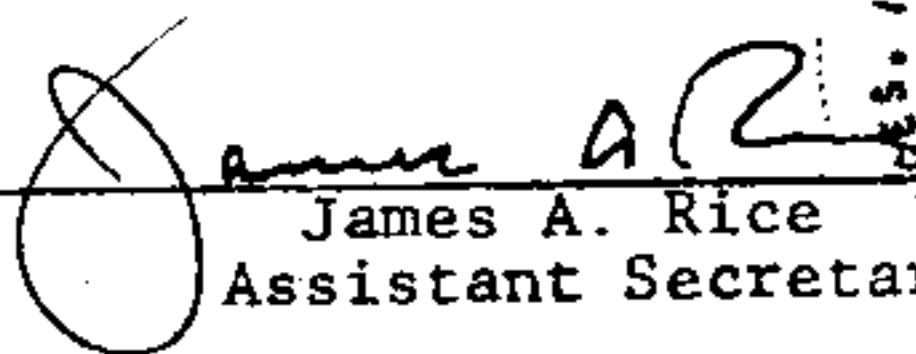
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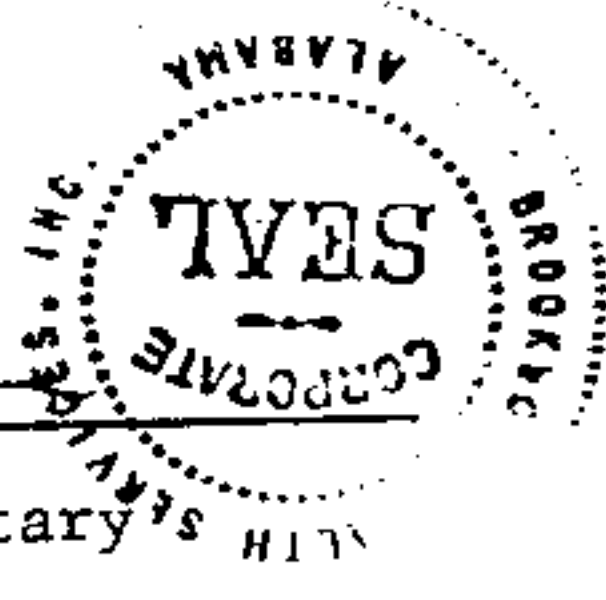
Assistant Secretary's Certificate

BROOKWOOD HEALTH SERVICES, INC.  
an Alabama corporation

The undersigned, JAMES A. RICE, being the duly elected, qualified and acting Assistant Secretary of BROOKWOOD HEALTH SERVICES, INC., an Alabama corporation (the "Corporation"), DOES HEREBY CERTIFY that the resolution attached hereto as Appendix A was duly adopted by the Board of Directors of the Corporation by written consent dated as of December 31, 1981, and such resolution has not been modified, revoked, repealed or otherwise amended and remains in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of BROOKWOOD HEALTH SERVICES, INC., this 17<sup>th</sup> day of February, 1982.

  
James A. Rice  
Assistant Secretary



BOOK 44 PAGE 37

*James A. Rice*

WHEREAS, The Medical Clinic Board of the City of Hoover, a public corporation under the laws of the State of Alabama (the "Board"), intends to issue its Revenue Bonds (American Medical International, Inc. Project) in the aggregate principal amount of \$1,700,000 (the "Bonds") under and pursuant to a Mortgage and Indenture of Trust dated as of January 1, 1982 (the "Indenture"), from the Board to The First National Bank of Birmingham, Birmingham, Alabama, as trustee (the "Trustee");

WHEREAS, the proceeds derived from the issuance of the Bonds are to be applied to the acquisition and construction of a medical clinic and clinical facilities more particularly described in the Indenture (the "Project");

WHEREAS, pursuant to a Lease Agreement dated as of January 1, 1982 (the "Lease"), the Project will be leased by the Board to this corporation;

WHEREAS, payment of the principal of and up to 7 months' interest on the Bonds will be secured by an irrevocable letter of credit (the "Letter of Credit") issued in favor of the Trustee by The First National Bank of Birmingham (said Bank, in its capacity as issuer of the Letter of Credit, being hereinafter referred to as the "Bank"); and said Letter of Credit will be issued pursuant to a Reimbursement Agreement dated as of January 1, 1982 (the "Reimbursement Agreement"), between this corporation, American Medical International, Inc. the sole shareholder of this corporation (the "Guarantor"), and the Bank, and will be secured by a Mortgage and Security Agreement dated as of January 1, 1982 (the "Bank Mortgage") from this corporation to the Bank;

WHEREAS, the members of this Board have reviewed drafts of the Lease, the Reimbursement Agreement, the Indenture, and the Bank Mortgage, and it is deemed to be in the best interests of this corporation to enter into the transactions described herein and in the Indenture, the Lease, the Bank Mortgage and the Reimbursement Agreement;

#### APPENDIX A

NOW THEREFORE BE IT RESOLVED, that the President or any vice president of this corporation and each of them, are hereby authorized and directed to execute and deliver the Indenture, the Lease, the Bank Mortgage and the Reimbursement Agreement for and on behalf of this corporation with such changes therein and additions thereto as such officers shall deem necessary or desirable, the execution thereof to be conclusive evidence of the necessity or desirability of any changes or additions thereto;

RESOLVED FURTHER, that Deborah Schenk is appointed Project supervisor pursuant to Section 2.1 of the Lease;

RESOLVED FURTHER, that M. Scott Athans, Vice President of this corporation is hereby authorized to execute requisitions on the Construction Fund (as defined in the Indenture);

RESOLVED FURTHER, that the President or any vice president of the corporation is hereby authorized and directed to execute for and on behalf of this corporation instruments conveying to the Board all right, title and interest of the corporation in and to the real property described in Exhibit A, attached hereto;

RESOLVED FURTHER, that the following persons are appointed to the offices set forth opposite their respective names effective immediately for a term to expire March 1, 1982;

James A. Rice	Vice President
Jerome Weisman	Vice President
M. Scott Athans	Vice President

RESOLVED FURTHER, that the officers of this corporation be, and they hereby are, authorized and directed to execute and deliver on behalf of this corporation all such documents and other instruments, engage this corporation in all such transactions and do all such acts which they may deem necessary or desirable to carry into effect the intent of this resolution.

EXHIBIT A

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Lot 1, Brookwood Addition to Riverchase, as  
recorded in the Office of the Judge of Probate  
of Shelby County, Alabama, in Map Book 8, Page  
60.

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1982 FEB 17 PM 3:48

*Thomas A. Shanderson, Jr.*  
JUDGE OF PROBATE

Rec. 6.00

Ind. 1.00

7.00