

**APPOINTMENT OF DISSOLUTION AGENTS FOR
E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP**

By mutual consent of the undersigned, being all of the former partners of E&T Realty Company, an Alabama General Partnership, effective as of January 1, 1999 said general partnership was dissolved. The undersigned hereby certify that on December 31, 1998 the undersigned executed an AGREEMENT FOR DISSOLUTION BY MUTUAL CONSENT OF THE PARTNERS OF E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and paragraph 10 of this Agreement provides as follows:

The Partners hereby appoint Charles D. Beard, Jr., and/or John G. Beard as their agent and as authorized representatives of the Partnership to execute any and all documents, including deeds that are required in connection with the dissolution plan as described herein.

The undersigned further certify that the dissolution plan referenced above requires that the property listed below be transferred to the entities identified below and Charles D. Beard, Jr., and John G. Beard were and are authorized to execute any and all documents necessary to complete the following transfers.


Transfer of real property located at 2970 Loma Road, Hoover Alabama 35226 and 2034 Little Valley Road, Hoover Alabama to Loma Road Properties, L.L.C., an Alabama limited liability company.

Transfer of real property located at 1945 Hoover Court, Hoover, Alabama 35226 and 4752 Highway 280 East, Birmingham, Alabama 35242 to SouthHall of Hoover, L.L.C., an Alabama limited liability company.


Transfer of real property located at located at 2300 25th Street South, Irondale, Alabama 35210 to SouthHall of Irondale, L.L.C., an Alabama limited liability company.


IN WITNESS WHEREOF, the parties have signed and sealed this Agreement this the 21st day of January 1999.

Medical Assistant Partners, Inc.



By: Charles D. Beard

Its President


Charles D. Beard, Jr.


John G. Beard

The Emerald Group



Charles D. Beard, Jr., General Partner The Emerald Group


John G. Beard, General Partner The Emerald Group

03/09/1999-09712
09:11 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMS 17.00

Inst # 1999-09712


William Gary Beard, General Partner The Emerald
Group

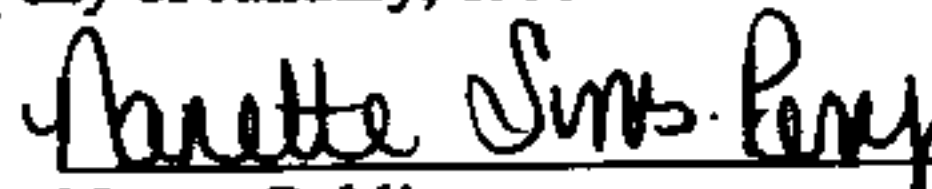

Margaret S. Williams, General Partner The Emerald
Group


Susan B. Brouillette, General Partner The Emerald
Group

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

I, the undersigned, a notary public in and for said county in said state, hereby certify that Charles D. Beard, Jr., whose name as President of Medical Assistant Partners, Inc., an Alabama corporation, is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he as said President of said entity with full authority executed the same voluntarily on behalf of Medical Assistant Partners, Inc., on the day the same bears date.

Given under my hand and official seal this the 21 day of January, 1999


Notary Public

My commission expires MY COMMISSION EXPIRES SEPT. 5, 1999

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

I, the undersigned, a notary public in and for said county in said state, hereby certify that Charles D. Beard, Jr., whose name is signed to the forgoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he voluntarily executed the same on the day the same bears date.

Given under my hand and official seal this the 21 day of January 1999.


Notary Public

My commission expires MY COMMISSION EXPIRES SEPT. 5, 1999

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a notary public in and for said county in said state, hereby certify that John G. Beard, whose name is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he voluntarily executed the same on the day the same bears date.

Given under my hand and official seal this the 21 day of January 1999.

Nanette Sims Perry

Notary Public

My commission expires MY COMMISSION EXPIRES SEPT. 5, 1999

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a notary public in and for said county in said state, hereby certify that John G. Beard, whose name as a general partner of The Emerald Group, an Alabama general partnership, is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he as said general partner of said entity with full authority executed the same voluntarily on behalf of The Emerald Group on the day the same bears date.

Given under my hand and official seal this the 21 day of January 1999.

Nanette Sims Perry

Notary Public

My commission expires MY COMMISSION EXPIRES SEPT. 5, 1999

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a notary public in and for said county in said state, hereby certify that William Gary Beard, whose name as a general partner of The Emerald Group, an Alabama general partnership, is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he as said general partner of said entity with full authority executed the same voluntarily on behalf of The Emerald Group on the day the same bears date.

Given under my hand and official seal this the 22 day of January 1999

Nanette Sims Perry

Notary Public

My commission expires MY COMMISSION EXPIRES SEPT. 5, 1999

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

I, the undersigned, a notary public in and for said county in said state, hereby certify that Margaret S. Williams, whose name as a general partner of The Emerald Group, an Alabama general partnership, is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he as said general partner of said entity with full authority executed the same voluntarily on behalf of The Emerald Group on the day the same bears date.

Given under my hand and official seal this the 21 day of January 1999.

Nnette Sims Perry
Notary Public

My commission expires SEP 4, 2000

**STATE OF ALABAMA
COUNTY OF JEFFERSON**

I, the undersigned, a notary public in and for said county in said state, hereby certify that Susan B. Brouillette, whose name as a general partner of The Emerald Group, an Alabama general partnership, is signed to the foregoing APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP and who is known to me, acknowledged before me on this day that, being informed of the contents of the APPOINTMENT OF DISSOLUTION AGENTS FOR E&T REALTY COMPANY, AN ALABAMA GENERAL PARTNERSHIP, he as said general partner of said entity with full authority executed the same voluntarily on behalf of The Emerald Group on the day the same bears date.

Given under my hand and official seal this the 21 day of January 1999.

Nnette Sims Perry
Notary Public

My commission expires

SEP 4, 2000

This Instrument was prepared by
Robert C. Walthall, Esq.
Bradley Arant Rose & White LLP
2001 Park Place, Suite 1400
Birmingham, Alabama 35203-2736

Inst # 1999-09712

Appointment of Dissolution Agent

03/09/1999-09712
09:11 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HHS 17.00