

the Basic Term, and the second of which (the "Second Extension Term") commences on the expiration of the First Extension Term. The Lessee has exercised its right to extend the Lease for the First Extension Term.

4. The specific legal description of the leased premises is Lot 1, Medplex, Map Book 11, Page 105 as recorded in the Judge of Probate Office of Shelby County, Alabama.

5. Incorporation of the Lease, as amended by the First Amendment. All of the terms, provisions, covenants and agreements contained in the Lease, as amended by the First Amendment, are incorporated herein by reference in the same manner and to the same extent as if all of such terms, provisions, covenants and agreements were expressly set forth herein; and nothing contained in this Memorandum of Lease shall be deemed, construed or implied to alter, modify or amend in any manner whatsoever any of the terms, provisions, covenants or agreements contained in the Lease, as amended by the First Amendment.

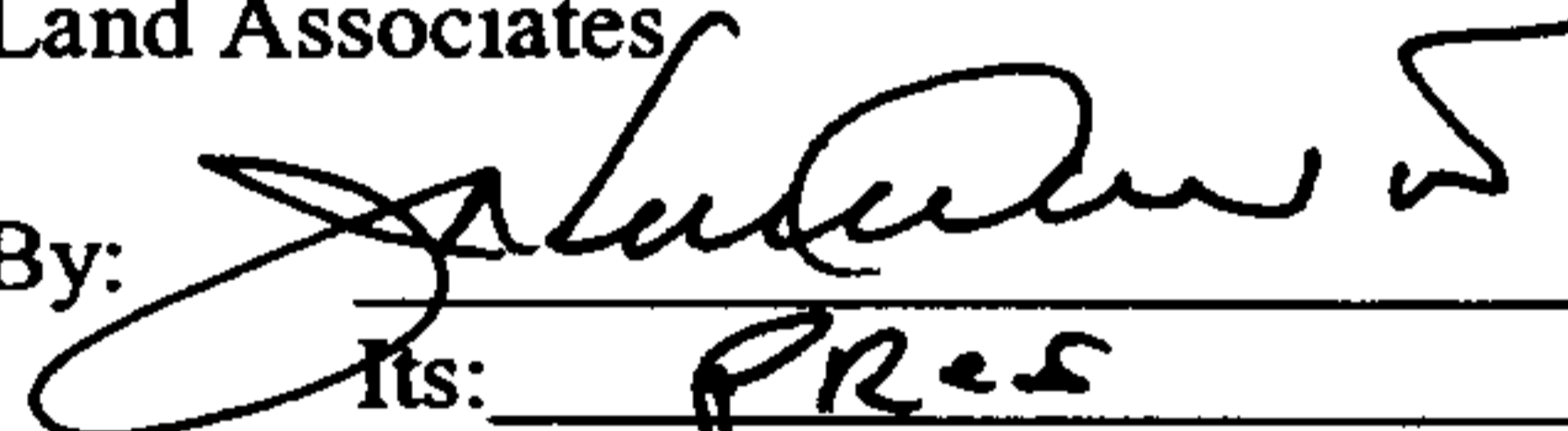
6. Incorporation of the First Memorandum. Except to the extent such are inconsistent with the terms and provisions of this Memorandum of Lease, all of the terms, provisions, covenants and agreements contained in the First Memorandum, are incorporated herein by reference in the same manner and to the same extent as if all of such terms, provisions, covenants and agreements were expressly set forth herein.

7. Memorandum as Public Notice. Lessor and Lessee acknowledge that the information contained herein is true and correct, that a copy of said Lease, as amended by the First Amendment, is maintained at the offices of both the Lessor and Lessee and that they intend to place this Memorandum of Lease of record for the purpose of giving public notice of the Lease and its terms and provisions, as amended by the First Amendment.


IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease to be executed, under seal, as of the date hereinabove written.

LESSOR:
MEDPLEX LAND ASSOCIATES, an
Alabama general partnership

By: Brookwood Center Development Corporation, an
Alabama corporation and general partner of Medplex
Land Associates

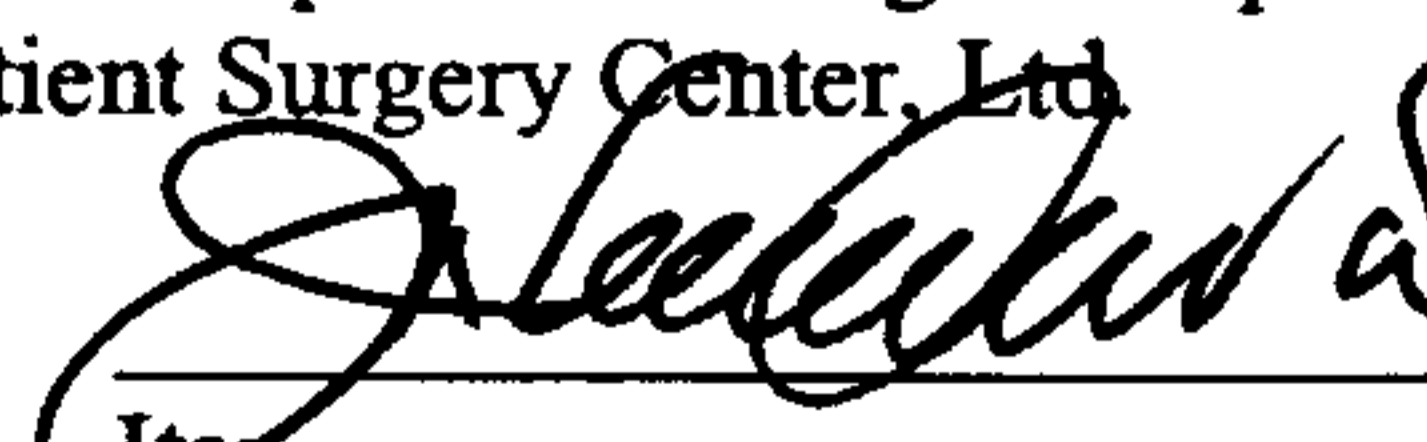
By: 
Its: PRCS

By: Hoover Doctors Group II, Inc., an Alabama
corporation and general partner of Medplex
Land Associates

By: 
Its: _____

LESSEE:
MEDPLEX OUTPATIENT SURGERY CENTER,
LTD. an Alabama limited partnership

By: Brookwood Center Development Corporation, an
Alabama corporation and general partner of Medplex
Outpatient Surgery Center, Ltd.

By: 
Its: _____

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John R. Nicks, whose name as President of Brookwood Center Development Corporation, an Alabama corporation and general partner of Medplex Land Associates, an Alabama general partnership, is signed to the foregoing agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of the agreement, he/she, as such officer of Brookwood Center Development Corporation and with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as general partner of Medplex Land Associates, as of the day the same bears date.

Given under my hand this 26 day of June, 2002.

Notary Public: Kim Muehle
My Commission Expires: 9-9-04

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that C. S. Daughtry, whose name as Partner of Hoover Doctors Group II, Inc., an Alabama corporation and general partner of Medplex Land Associates, an Alabama general partnership, is signed to the foregoing agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of the agreement, he/she, as such officer of Hoover Doctors Group II, Inc. and with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as general partner of Medplex Land Associates, as of the day the same bears date.

Given under my hand this 26 day of June, 2002.

Notary Public: Kim Muehle
My Commission Expires: 9-9-04

STATE OF ALABAMA)
COUNTY OF Jefferson)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that John R. Nicks, whose name as President of Brookwood Center Development Corporation, an Alabama corporation and general partner of Medplex Outpatient Surgery Center, an Alabama limited partnership, is signed to the foregoing agreement and who is known to me, acknowledged before me on this day that, being informed of the contents of the agreement, he/she, as such officer of Brookwood Center Development Corporation and with full authority, executed the same voluntarily for and as the act of said corporation in its capacity as general partner of Medplex Outpatient Surgery Center, as of the day the same bears date.

Given under my hand this 26 day of June, 2002.

Notary Public: Kim Muehle
My Commission Expires: 9-9-04