

K 21345
TANNER & GUIN, L.L.C.

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March 6, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED
98 MAR -9 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: *Merger of Health Seminar & Management Consultants, Inc. with and into
A Center for Conservative Foot Care, P.C.*

Dear Sir or Madam:

I am enclosing the *original* and two copies of the certified copy of the Articles of Merger relating to the merger of Health Seminar & Management Consultants, Inc. with and into A Center for Conservative Foot Care, P.C. which has been filed with the Alabama Secretary of State for filing with your office, I am also enclosing a check in the amounts of \$70.00 for your fee.

Please file the original Articles of Merger and return them to me in the enclosed Federal Express envelope as soon possible.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Sincerely yours,

J. Gregory Williams
Senior Legal Assistant

Enclosures

pc: Dr. Stanford Rosen

M. William GAVE

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*****70.00 *****70.00

AUTHORIZATION BY PHONE TO

insert date of adaptin by shareholder

DATE *LATE MAR 12 1998*

DOC. EXAM. *LATE MAR 12 1998*

95911.1/JGW:jgw

Writer's Direct Dial: (205) 349-4328 Ext. 213
Writer's Email Address: gwilliams@tannerguin.com

Merger
TLL MAR 12 1998

ARTICLES OF MERGER
Merger Sheet

MERGING:

HEALTH SEMINAR & MANAGEMENT CONSULTANTS, INC., a Florida corporation, K21345.

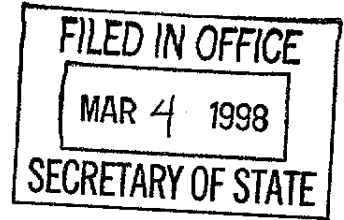
INTO

A CENTER FOR CONSERVATIVE FOOT CARE, P.C., an Alabama corporation not qualified in Florida.

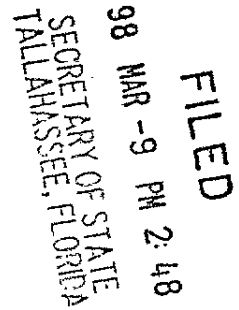
File date: March 9, 1998

Corporate Specialist: Thelma Lewis

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §



**ARTICLES OF MERGER -
FOREIGN CORPORATION INTO
DOMESTIC CORPORATION**



To: Secretary of State of Alabama
Corporations and Land Division
Montgomery, Alabama 36130

Pursuant to the provisions of section 10-2B-11.07 *Code of Alabama* (1975), as in effect from time to time, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging Health Seminar & Management Consultants, Inc., a foreign corporation ("Merging Corporation"), into A Center for Conservative Foot Care, P.C., a domestic corporation ("Surviving Corporation").

SECTION 1. NAMES OF CONSTITUENT CORPORATIONS

The names of the corporations and the states under the laws of which they are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Health Seminar & Management Consultants, Inc.	Florida
A Center for Conservative Foot Care, P.C.	Alabama

SECTION 2. FOREIGN CORPORATION GOVERNING LAW

The laws of the state under which Merging Corporation is organized permit such merger.

SECTION 3. SITUS

The Surviving Corporation shall be governed by the laws of the State of Alabama.

SECTION 4. PLAN OF MERGER

The Agreement and Plan of Merger, attached hereto as Exhibit "A" and incorporated herein by reference, was approved by the shareholders of the Surviving Corporation in the manner prescribed by section 10-2B-11.03 *Code of Alabama* (1975) and was approved by the shareholders of the Merging Corporation in the manner prescribed by the laws of the state under which it is organized. The date of adoption by the Shareholders February 24, 1998.

SECTION 5. OUTSTANDING SHARES

As to each of the undersigned corporations, the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

		<u>Entitled to Vote as a Class</u>	
	<u>Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Merging Corporation	1,000	Common	1,000
Surviving Corporation	1,000	Common	1,000

SECTION 6. VOTING

As to each of the corporations, the total number of shares voted for and against such plan and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan are as follows:

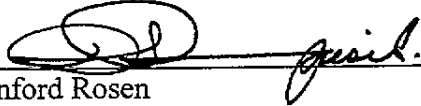
				<u>Number of Shares Entitled to Vote as a Class</u>	
				<u>Voted For</u>	<u>Voted Against</u>
	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Merging Corporation	1,000	0	Common	1,000	0
Surviving Corporation	1,000	0	Common	1,000	0

SECTION 7. COUNTY OF INCORPORATION

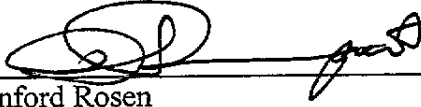
The articles of incorporation of A Center for Conservative Foot Care, P.C. are recorded in Tuscaloosa County.

IN WITNESS WHEREOF, the undersigned have caused these articles of merger to be executed in their names and on their behalf on this the 24 day of Feb, 1998.

HEALTH SEMINAR & MANAGEMENT
CONSULTANTS, INC.

By: 
Stanford Rosen
Its President

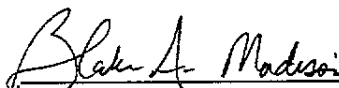
A CENTER FOR CONSERVATIVE FOOT
CARE, P.C.

By: 
Stanford Rosen
Its President

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

I, the undersigned authority, a notary public in and for the State of Alabama at Large, hereby certify that Stanford Rosen, whose name as President of Health Seminar & Management Consultants, Inc., a 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 24th day of February, 1998.

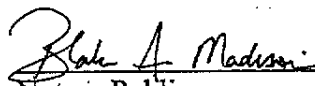


Notary Public My Commission Expires August 24, 1998
My Commission Expires: _____

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

I, the undersigned authority, a notary public in and for the State of Alabama at Large, hereby certify that Stanford Rosen, whose name as President of A Center for Conservative Foot Care, P.C., a 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 24th day of February, 1998.



Notary Public My Commission Expires August 24, 1998
My Commission Expires: _____

Exhibit "A"
to Articles of Merger

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into between A Center for Conservative Foot Care, P.C., an Alabama professional corporation ("Surviving Corporation"), and Health Seminar & Management Consultants, Inc., a Florida business corporation ("Merging Corporation"). Said corporations are sometimes hereinafter collectively referred to as the "Constituent Corporations."

WITNESSETH THAT:

WHEREAS, the boards of directors of the Constituent Corporations deem it advisable that the Merging Corporation be merged into the Surviving Corporation under the laws of the State of Alabama in the manner provided for in chapter 2B, title 10, *Code of Alabama* (1975), as in effect from time to time ("Alabama Business Corporation Act"), section 10-4-395 *Code of Alabama* (1975), and the laws of the State of Florida in the manner provided for in sections 607-1101 through 607.1107, *Florida Statutes*.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations do hereby agree to merge upon the terms and conditions below stated:

SECTION 1. AGREEMENT TO MERGE

The Constituent Corporations agree that the Merging Corporation shall be merged into the Surviving Corporation.

SECTION 2. NAME OF SURVIVING CORPORATION

The name of the Surviving Corporation shall be "A Center for Conservative Foot Care, P.C."

SECTION 3. EFFECTIVE DATE OF MERGER

This merger shall become effective on the date of filing of this agreement and the articles of merger, or other appropriate certificate in the manner provided by law ("Effective Date").

SECTION 4. EFFECT OF MERGER

On and after the Effective Date, Surviving Corporation, the articles of incorporation of which are recorded in the Probate Office for Tuscaloosa County, State of Alabama, in Incorporation Record Book 106, at page 159 and following, shall be the surviving corporation, and shall continue to exist as a corporation under the laws of the State of Alabama, with all of the rights and obligations as provided by the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act. On and after the Effective Date, Merging Corporation, the articles of incorporation of which were recorded with the Secretary of State for the State of Florida on April 20, 1988, shall cease to exist and its property, both real and personal, shall become the property of Surviving Corporation.

SECTION 5. PLACE OF REGISTERED OFFICE OF SURVIVING CORPORATION

The place in the State of Alabama where the registered office of the Surviving Corporation is and shall continue to be located is 600 Lurleen Wallace Boulevard, South, Suite 160, Courthouse Plaza, Tuscaloosa, Alabama 35401.

SECTION 6. PURPOSES OF SURVIVING CORPORATION

The purposes of the Surviving Corporation shall be as set forth in the Amended and Restated Articles referred to in Section 7 below.

SECTION 7. ARTICLES OF INCORPORATION

The articles of incorporation of the Surviving Corporation after the merger shall be the articles of incorporation of the Surviving Corporation; provided, however, that the articles of incorporation of the Surviving Corporation shall be restated and amended in the form attached hereto as Schedule "1" (the "Amended and Restated Articles"). Upon the merger described herein taking effect, the officers of the Surviving Corporation shall cause the Amended and Restated Articles to be executed and filed in all appropriate offices and locations.

SECTION 8. BYLAWS

The bylaws of the Surviving Corporation after the merger shall be the bylaws of the Surviving Corporation before the merger.

SECTION 9. DIRECTORS

The present directors of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

SECTION 10. OFFICERS

The present officers of the Surviving Corporation shall continue as such after the merger until their successors are duly elected.

SECTION 11. REGISTERED AGENT

Stanford Rosen is and after the merger shall continue to be the registered agent for service of process of the Surviving Corporation in the State of Alabama.

SECTION 12. MODE OF EFFECTING MERGER

The mode of carrying the merger into effect, and the manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation, shall be as follows:

SECTION 12.1 Surrender of Certificate

Each shareholder of the Merging Corporation shall surrender his certificate or certificates to the Surviving Corporation at the close of business on December 31, 1997.

SECTION 12.2 Issuance of Certificate

Upon surrender to the Surviving Corporation of a certificate for outstanding shares of the Merging Corporation, there shall be issued to the holder thereof, in substitution therefor, certificates for fully paid and nonassessable voting common shares of the Surviving Corporation in the ratio of one share of the Surviving Corporation for each share of the Merging Corporation, being an issue of 1,000 voting common shares of the Surviving Corporation for the 1,000 voting common shares of the Merging Corporation now issued and outstanding.

SECTION 13. CANCELLATION OF MERGING CORPORATION'S SHARES

All authorized and outstanding shares of the Merging Corporation and all rights in respect thereof shall be canceled immediately upon the Effective Date, and the certificates representing such shares shall be canceled.

SECTION 14. ACCOUNTING

The assets of the Merging Corporation shall be recorded in the accounts of the Surviving Corporation at their book value as of the Effective Date.

The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be the stated capital, capital surplus, and earned surplus of the Surviving Corporation.

SECTION 15. AUTHORIZED SHARES OF MERGING CORPORATION

The present number of shares which the Merging Corporation is authorized to issue is 1,000 shares of \$1.00 per share par value voting common stock, of which 1,000 shares are now issued and outstanding.

SECTION 16. AUTHORIZED SHARES OF SURVIVING CORPORATION

The present number of shares which the Surviving Corporation is authorized to issue is 5,000 shares of \$1.00 per share par value voting common stock, of which 1000 shares are now issued and outstanding.

SECTION 17. AUTHORIZED CAPITAL OF SURVIVING CORPORATION

The total number of shares which may be issued by the Surviving Corporation after the effective date of the merger shall be 5000 shares of voting common stock having a par value of \$1.00 per share.

SECTION 18. SHAREHOLDERS' RIGHT TO ABANDON MERGER

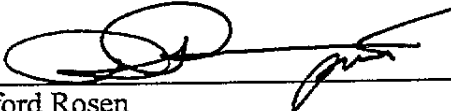
The shareholders of each of the Constituent Corporations shall have the power granted by law to abandon the merger provided for herein, prior to the Effective Date.

SECTION 19. APPROVAL

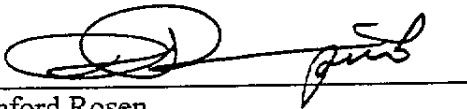
This Agreement and Plan of Merger shall be submitted to the shareholders of the Constituent Corporations as required by the Alabama Business Corporation Act, Revised Alabama Professional Corporation Act, and Florida state law. If the required approval is obtained, the proper officers of each Constituent Corporation are authorized, empowered, and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents which may be necessary, appropriate, helpful, or proper to render effective the merger herein contemplated.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto by their respective presidents thereunto duly authorized by the respective boards of directors of the Constituent Corporations.

HEALTH SEMINAR & MANAGEMENT
CONSULTANTS, INC.

By: 
Stanford Rosen
Its President

A CENTER FOR CONSERVATIVE FOOT
CARE, P.C.

By: 
Stanford Rosen
Its President

STATE OF ALABAMA §
 § ss.
 TUSCALOOSA COUNTY §

I, the undersigned authority, a notary public in and for the State of Alabama at Large, hereby certify that Stanford Rosen, whose name as President of Health Seminar & Management Consultants, Inc., a 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 24th day of February, 1998.

Blake A. Madson
 Notary Public *My Commission Expires August 24, 1997*
 My Commission Expires: _____

STATE OF ALABAMA §
 § ss.
 TUSCALOOSA COUNTY §

I, the undersigned authority, a notary public in and for the State of Alabama at Large, hereby certify that Stanford Rosen, whose name as President of A Center for Conservative Foot Care, P.C., a 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 the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand on this the 24th day of February, 1998.

Blake A. Madson
 Notary Public *My Commission Expires August 24, 1998*
 My Commission Expires: _____

Schedule "1"
to Agreement and Plan of Merger

STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
A CENTER FOR CONSERVATIVE FOOT CARE, P.C.**

KNOW ALL PERSONS BY THESE PRESENTS:

I, the undersigned, Stanford Rosen, President of A Center for Conservative Foot Care, P.C., (the "Corporation"), an Alabama professional corporation under the Revised Alabama Professional Corporation Act, do hereby certify that the following amended and restated Articles of Incorporation of the Corporation have been duly adopted in accordance with the provisions of sections 10-4-384, 10-2B-10.01, and 10-2B-10.07 of the *Code of Alabama* (1975), as amended:

FIRST: The name of the Corporation is A Center for Conservative Foot Care, P.C.

SECOND: The Articles of Incorporation of the Corporation were filed in the Probate Office for Tuscaloosa County, Alabama, on December 10, 1992, in Incorporation Record Book 106, Page 163.

THIRD: These Amended and Restated Articles of Incorporation restate, integrate, and correctly set forth the corresponding provisions of the Articles of Incorporation of the Corporation as heretofore amended and these Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all prior amendments thereto.

FOURTH: The capital of the Corporation shall not be reduced under or by reason of these Amended and Restated Articles of Incorporation of the Corporation.

FIFTH: This amendment and restatement of the Articles of Incorporation of the Corporation has been duly adopted by unanimous written consent of the shareholders and directors of the Corporation in accordance with sections 10-2B-7.04 and 10-2B-8.21 of the *Code of Alabama* (1975), as in effect from time to time.

SIXTH: The text of the Articles of Incorporation is hereby restated and amended to read as follows:

**ARTICLES OF INCORPORATION
OF
SRJR HEALTH CARE, INC.**

KNOW ALL PERSONS BY THESE PRESENTS,

That I, Stanford Rosen, being the sole shareholder and sole member of the board of directors of A Center for Conservative Foot Care, P.C., desiring to amend its Articles of Incorporation pursuant to the provisions of section 10-4-384(b) *Code of Alabama* (1975), as amended, to delete the statement that it is organized under the Revised Alabama Professional Corporation Act and conform its Articles of Incorporation to the provisions of title 10, chapter 2B *Code of Alabama* (1975), as in effect from time to time ("Alabama Business Corporation Act") and to make certain other modifications to its Articles of Incorporation, do hereby adopt these amended and restated Articles of Incorporation in order to comply with the provisions of the Alabama Business Corporation Act, the same to constitute a charter for carrying on the business hereinafter specified.

SECTION 1. NAME OF CORPORATION

The name of the corporation shall be SRJR Health Care, Inc. (the "Corporation").

SECTION 2. PURPOSES

The nature of the business and the purposes for which the Corporation is formed shall be as follows:

SECTION 2.1 Specific Purpose

To render professional health care services, including the practice of podiatry and the practice of medicine.

SECTION 2.2 General Purposes

SECTION 2.2.1 To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

SECTION 2.2.2 To guarantee, act as surety for, endorse, and act as accommodation maker for any debt of the shareholders of the Corporation, subsidiaries of the Corporation (regardless of the percentage of ownership held by the Corporation), corporations the stock of which is owned by a shareholder of the Corporation (regardless of the percentage of ownership held by such shareholder), and any other persons, regardless of the presence or adequacy of the consideration to be received by the Corporation for so doing or the presence or adequacy of any direct or indirect benefit to the Corporation, upon a vote of a majority of the board of directors of the Corporation. "Debt" includes liquidated and unliquidated amounts, amounts arising *ex contractu* and

ex delicto, and amounts fixed or contingent and matured or unmatured, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

SECTION 3. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be 600 Lurleen Wallace Boulevard, South, Suite 160, Courthouse Plaza, Tuscaloosa, Alabama 35401, and the initial registered agent at such address shall be Stanford Rosen.

SECTION 4. DURATION

The duration of the Corporation shall be perpetual unless the Corporation is dissolved by law or otherwise terminated.

SECTION 5. SHARES

The Corporation shall be authorized to issue 5,000 common shares having a par value of \$1.00 each.

SECTION 6. INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stanford Rosen	Tuscaloosa, Alabama

SECTION 7. DIRECTORS

The initial board of directors shall consist of one director and such number thereafter as may be fixed by the bylaws. The name and address of the person who is to serve as director until the first meeting of the shareholders, or until his successor is elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stanford Rosen	Tuscaloosa, Alabama

SECTION 8. VOTING

SECTION 8.1.1 At any meeting of the shareholders of the corporation, the shareholders of record holding voting shares shall be entitled to one vote for each voting share standing in his name. Shares may be voted by the shareholders only in person.

SECTION 8.1.2 In accordance with the provisions of the Alabama Business Corporation Act, the shareholders by *simple majority* vote of the outstanding voting shares of the corporation may:

SECTION 8.1.2.1 Approve either a plan of merger or plan of share exchange;

SECTION 8.1.2.2 Approve the sale, lease, exchange or other disposal of all or substantially all assets and property of the corporation (regardless of whether such transaction is in the usual and regular course of business of the corporation or not); and/or

SECTION 8.1.2.3 Approve the dissolution of the corporation.

SECTION 9. NO PREEMPTIVE RIGHTS

No shareholder shall have a preemptive right to purchase additional or treasury shares of the Corporation under section 10-2B-6.30 of the Alabama Business Corporation Act.

SECTION 10. MANAGEMENT

The business and affairs of the Corporation shall be managed and conducted in accordance with the bylaws of the Corporation.

SECTION 11. VACANCIES

The board of directors may fill any vacancy on the board, including those vacancies resulting from an increase in the number of directors. No vacancy in the membership of the board of directors shall impair the right of a quorum to exercise all of the powers and perform all of the duties of the board.

SECTION 12. SHARES NONASSESSABLE

The shares of the Corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

SECTION 13. LIEN ON SHARES

The Corporation shall have a lien on the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the Corporation. The Corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Alabama.

SECTION 14. AMENDMENTS

The Corporation reserves the right to amend or repeal any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the Corporation are granted subject to this reservation.

SECTION 15. SHAREHOLDER EXPECTATIONS

The shareholders each, by virtue of their acceptance of shares of the Corporation, stipulate and agree that their expectations regarding their share of corporate profits, right to continue as a shareholder, right to wages, and the like shall be as defined by the articles of incorporation, bylaws, and any shares redemption, buy-sell, or similar agreement respecting shares ownership and that no person shall have any rights respecting the same other than as expressly set forth in such documents or in the Alabama Business Corporation Act, as modified. In particular, but without limitation, no shareholder shall have any right to continued employment by the Corporation, but each shareholder shall be employed at will. The salary and bonuses of each shareholder, if any, shall be as set by the board of directors. No shareholder shall have any right to receive dividends, except as may from time to time be provided to the contrary in such documents, and no shareholder shall have any right to control the management of the Corporation except as set forth in such documents. No shareholder shall have a greater right to salary or bonuses or continued employment by virtue of being a shareholder than any non-shareholder.

SECTION 16. CORPORATION'S ATTORNEY

Each party understands and acknowledges that the Corporation's counsel, Tanner & Guin, L.L.C., prepared these articles of incorporation on behalf of and in the course of its representation of the Corporation, as directed by its officers and board of directors and as follows:

(a) Each shareholder has been advised that a conflict of interest may exist between such shareholder's interests and those of the Corporation.

(b) Such shareholder has been advised by the Corporation's counsel that it may be in their best interests to seek the advice of independent counsel.

(c) Such shareholder has had the opportunity to seek the advice of independent counsel.

(d) Each shareholder acknowledges that Tanner & Guin, L.L.C., is representing the Corporation and not them on an individual basis.

SECTION 17. SUPERVISION OF PODIATRY & MEDICAL PRACTICES

SECTION 17.1 Podiatry


At all times, the Corporation's service of the practice of podiatry shall be under the supervision and control of a podiatrist duly authorized and licensed by the State of Alabama to practice podiatry. Any podiatrist employed by the Corporation must exercise independent judgment in matters related to the practice of podiatry and his or her actions with respect to the practice of podiatry must not be subject to the control of an individual not licensed to practice podiatry.

SECTION 17.2 Medicine

At all times, the Corporation's service of the practice of medicine shall be under the supervision and control of a physician duly authorized and licensed by the State of Alabama to practice in the specialty or specialties of medicine being offered by the Corporation. Any physician employed by the Corporation must exercise independent judgment in matters related to the practice of medicine and his or her actions with respect to the practice of medicine must not be subject to the control of an individual not licensed to practice medicine.

IN WITNESS WHEREOF, A Center for Conservative Foot Care, P.C. has caused these Amended and Restated Articles of Incorporation to be signed by the undersigned on this the 24 day of FEB, 1998.


A CENTER FOR CONSERVATIVE FOOT CARE, P.C.

By: 
Stanford Rosen
Its President

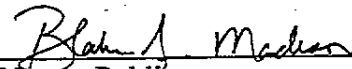
STATE OF ALABAMA §
 § ss.
TUSCALOOSA COUNTY §

Before me, the undersigned authority, personally appeared Stanford Rosen, who, after being by me first duly sworn, did depose and state on oath as follows:

The foregoing amended and restated articles of incorporation are true and correct.


Stanford Rosen

Sworn to and subscribed and acknowledged before me, the undersigned authority, on this the 24th day of February, 1998.


Notary Public My Commission Expires August 24, 1999
My Commission Expires _____

THIS INSTRUMENT PREPARED BY:

Blake A. Madison
TANNER & GUIN, L.L.C.
Attorneys at Law
Capitol Park Center
2711 University Boulevard (35401)
P.O. Box 3206
Tuscaloosa, Alabama 35403
Telephone: (205) 349-4300
Facsimile: (205) 349-4332