

**UNANIMOUS WRITTEN CONSENT
AND RESOLUTIONS
OF THE MEMBERS OF
TROPICAL & LOSEE, LLC**

The undersigned, being all of the Members of Tropical & Losee, LLC, a Nevada limited liability company (the "Company"), and being entitled to vote upon the following resolutions as if the same had been submitted at a formal meeting of the members of the Company, notice of which is hereby waived, duly called and held for the purpose of acting upon such resolutions, do hereby confirm, approve, adopt, and ratify the following actions and resolutions:

RESOLVED, that the Company supports and approves the efforts of The Meadows Hospital, L.L.C., a Nevada limited liability company ("The Meadows"), to develop and construct a community hospital, medical office buildings, and other related facilities on property owned by The Meadows near the intersection of Azure and Losee in the city of North Las Vegas, Nevada, or to otherwise dispose of such property in the most profitable manner in the event such development does not occur;

RESOLVED, that Fletcher H. Majors, Jr., on behalf of the Company, is authorized with the approval of David E. Crowe, DVM (1) to take all actions he deems appropriate or necessary relating to the development, sale, or other disposition of the real property owned by the Company or by The Meadows and to enter into and execute on behalf of the Company and The Meadows such joint venture agreements, participation, merger, membership, sale, financing or other agreements relating to the sale, encumbrance, contribution, pledge, or other disposition of the real property of the Company or The Meadows as he deems appropriate for such development, sale, or disposition; (2) to take any action relating to the admission of new members in the Company or The Meadows in connection with the contribution of capital for the purpose of developing the hospital project; (3) to take all actions he deems necessary or appropriate to support The Meadows in submitting such applications and other documents as may be necessary or appropriate to obtain financing for the hospital project in the anticipated amount of approximately \$150,000,000.00, or such other amount as is deemed necessary, which may be furnished or guaranteed by the Department of Housing and Urban Development of the United States through the Section 242 Hospital Mortgage Insurance Program; and (4) to do and perform all other acts and things which he deems necessary, convenient, or proper to carry out any of the foregoing.

Dated this 22nd day of April, 2004.

David E. Crowe, Member

Fletcher H. Majors, Jr., Member

J. McDonald Co., Inc., Member

By: 
John McDonald, President