

CONSENT TO SPECIAL MEETING OF
STOCKHOLDERS OF
D.L. CO., NEVADA, a Nevada corporation

The undersigned, being Stockholders of D.L. CO., NEVADA, do hereby consent to holding of a special meeting of the said Stockholders of said corporation on the 15th day of March, 1982, at eleven o'clock a.m., at the office of the corporation, 520 - 16th Street, Oakland, California, and do waive notice of said meeting and consent to the transaction of any business that may come before said meeting.

DATED: March 15, 1982

Donald E. Kessler Julius E. Kessler

M I N U T E S

Pursuant to the foregoing written consent, a special meeting of the Stockholders of the above-named corporation was had at the time and place specified. All of the Stockholders were present, or consented in writing to the holding of this said meeting.

The Stockholders were notified by the President of this corporation that the Lessee of that convalescent hospital located at 411 Ansel Street, Greenville, South Carolina (being property of which this corporation owns an interest and is one of the Lessors thereof) has exercised its option to purchase the said real property and the personal property located therein.

The facts and circumstances of the sales price were fully discussed. All of the terms, conditions, and price of such sale and purchase being set forth in the resolution of the Board of Directors of this corporation, adopted and passed this date, a copy of which is attached hereto and incorporated herein by reference.

On motion duly made, seconded, and unanimously carried, the following resolution was passed:

RESOLVED: That the Stockholders of this corporation do ratify and approve the action of the Board of Directors in approving the sale of the said convalescent hospital property, both real and personal property, an interest in which is owned by this corporation, for the price and on the terms and conditions, all of which are specifically set forth in the resolution of the Board of Directors passed this date, a copy of which is attached hereto and incorporated herein, as though fully set forth at this point.

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