

**GENERAL CERTIFICATE OF
CITY OF JONESBORO, ARKANSAS**

The undersigned Mayor and City Clerk of the City of Jonesboro, Arkansas, a duly organized and existing municipality of the State of Arkansas (the "City"), do hereby certify as follows:

1. The undersigned are the duly elected, qualified and acting Mayor and City Clerk of the City, and as such officials have in their possession or have access to the official books and records of the City.

2. This certificate is executed in connection with the issuance by the City of Jonesboro, Arkansas Residential Housing and Health Care Facilities Board (the "Issuer") of its Capital Improvement Revenue Bond (Mid-South Health Systems, Inc. Project), Series 1998 (the "Bond").

3. The Issuer is a duly organized and existing public facilities board of the City, created and empowered pursuant to Ordinance No. 1657 adopted by the City Council of the City on October 16, 1978, as amended by Ordinance No. 1717 adopted by the City Council of the City on April 7, 1980 (collectively, the "Creating Ordinance"). The Creating Ordinance remains in full force and effect and has not been altered, amended or repealed as of the date hereof. No petition or petitions to refer the Creating Ordinance to the people under Amendment No. 7 to the Constitution of the State of Arkansas have been filed as of the date hereof, and the City Council of the City has not referred the Creating Ordinance to the people for adoption or rejection.

The current members of the Issuer are as follows:

Jim Goad, Chairman
Mark Fowler, Vice Chairman
Larry Flowers, Secretary/Treasurer
Randy Ishmael
Fred Dacus

4. Pursuant to Resolution No. 1998:32 adopted by the City Council of the City at a duly called regular meeting of the City Council, open to the public, held on June 1, 1998, the City approved the issuance of the Bond by the Issuer; at such meeting a quorum was present and acted throughout; Resolution No. 1998:32 is in full force and effect and has not been altered, amended or repealed as of the date hereof. No proceedings in connection with the issuance, sale or delivery of the Bond have been repealed, revoked or rescinded by the City.

5. Any certificate signed by any officer of the City (including this certificate) with respect to the Issuer shall be deemed a representation and warranty by the City as to the statements made therein (and herein).

6. The City has not and will not engage in any activity which might result in the income of the Issuer becoming taxable to it or any interest on the Bond becoming taxable to the recipients thereof under the Federal income tax laws.

7. The City is a city of the first class, duly organized and existing under the laws of the State of Arkansas pursuant to the provisions of Title 14, Chapter 47 of the Arkansas Code of 1987 Annotated.

8. No action, suit, proceeding, inquiry or investigation is pending or, to the knowledge of the undersigned, threatened in any court or other tribunal of competent jurisdiction, state or federal, or, to the knowledge of the undersigned, is there any basis therefor, in any way (i) restraining or enjoining the issuance, sale or delivery of the Bond, or (ii) questioning or affecting the validity or enforceability of the Bond, or (iii) questioning or affecting the validity of the Creating Ordinance referred to in paragraph 3 hereof or any of the proceedings for the authorization, execution, authentication, sale or delivery of the Bond, or (iv) questioning or affecting the corporate existence or organization of the City or the Issuer or the title to office of any of the members, officers or officials thereof or any powers of the City or the Issuer, or (v) questioning or affecting the power and authority of the Issuer to issue the Bond.

9. The City hereby consents to the designation by the Issuer of the Bond for purposes of paragraph (3) of Section 265(b) of the Internal Revenue Code of 1986, as amended (the "Code"), and covenants that not more than \$10,000,000 aggregate principal amount of obligations, the interest on which is excludable (under Section 103(a) of the Code) from gross income for federal income taxes (excluding, however, private activity bonds, as defined in Section 141 of the Code, other than qualified 501(c)(3) bonds as defined in Section 145 of the Code), including the Bond, have been or shall be issued by the City, including all subordinate entities of the City, during the calendar year 1998.

IN WITNESS WHEREOF, the undersigned have hereunto set their signatures this ___th day of October, 1998.

CITY OF JONEBORO, ARKANSAS