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**NATHAN AND MIRIAM BARNERT MEMORIAL HOSPITAL ASSOCIATION,
A New Jersey not-for-profit corporation**

RESOLUTIONS OF THE BOARD OF TRUSTEES

AUGUST 13, 2007

I, Charles L. Walker, Chairman of the Board of Trustees of Nathan and Miriam Barnert Memorial Hospital Association, a New Jersey nonprofit corporation, hereby certify that at a special meeting of the Board of Trustees duly called and held on August 13, 2007, the following resolutions were duly adopted in accordance with the requirements of the New Jersey Nonprofit Corporation Act, and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

"WHEREAS, the Board of Trustees has reviewed the financial performance of the Corporation, considered the current economic conditions and assessed the current and long-term liabilities of the Corporation.

After due consideration, it is hereby

RESOLVED: That in the judgment of the Board of Trustees, it is desirable and in the best interests of this Corporation, its creditors and other interested parties, that a voluntary petition be filed by the Corporation under the provisions of Chapter 11, Title 11 of the United States Code; and it is

FURTHER RESOLVED: That Peter J. Betts, Interim Chief Executive Officer, be, and he hereby is, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists and other papers or documents and to take any and all action which he deems necessary or proper to obtain such relief; and

FURTHER RESOLVED: That Peter J. Betts, Interim Chief Executive Officer, be, and he hereby is, authorized and directed to employ the law firm of McCarter & English, LLP as general bankruptcy counsel to the Corporation to represent and assist the Corporation in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights, including approval and submission of various first day pleadings, and in connection therewith, Peter Betts, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of McCarter & English, LLP, and any special counsel as may later be determined; and,

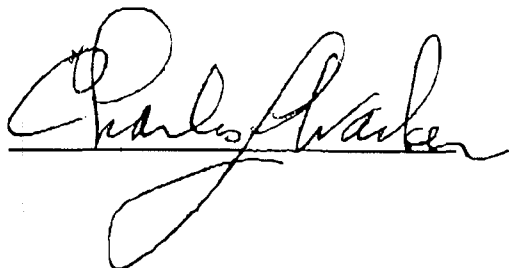
FURTHER**RESOLVED:**

That Peter J. Betts, Interim President & CEO, be, and he hereby is, authorized and directed to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the proceeding; and it is

FURTHER**RESOLVED:**

That Peter J. Betts, Interim President & CEO, and appropriate officers of the Corporation be, and they hereby are, authorized and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action as in the judgment of such officer shall be or become necessary, proper, and desirable in connection with the proceeding."

IN WITNESS WHEREOF, I have hereunto set my hand, this 13 day of August, 2007.

A handwritten signature in cursive script, appearing to read "Charles H. Harker", is written over a horizontal line.