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U.S. DEPT. OF LABOR
OFFICE OF PENSION & WELFARE BENEFITS ADMINISTRATION
PUBLIC

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CERTIFIED MAIL-RETURN
RECEIPT #

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December 3, 2001

Secretary of Labor
Top-Hat Plan Exemption
Pension & Welfare Benefits Admin.
Room N-5644, U. S. Dept. of Labor
200 Constitution Avenue, NW
Washington, DC 20210

Re: Radiological Group, P.A. Deferred Compensation Agreements

Dear Sir:

Pursuant to Section 2520.104-23 of the Department of Labor's regulations, this letter will serve as notice that, with respect to the Radiological Group, P.A. Deferred Compensation Agreement (the "Plan"), the undersigned intends to utilize the alternative form of compliance with the reporting and disclosure requirements of Part 1 of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA"), which alternative form of compliance is provided in the aforesaid regulations section.

Pursuant to Regulation Section 2520.104-23(b), the following information is provided:

1. Name and address of employer: Radiological Group, P.A., 1405 North State Street, Jackson, Mississippi 39202-1691.
2. Employer's identification number: 64-0501324
3. The employer hereby declares that it maintains a plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The employer hereby states that it maintains one plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees and the number of employees covered by such plan is initially 11 highly compensated employees.

Pursuant to Regulation Section 2520.104-23(b)(2), the employer will provide the plan documents to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA. Please return the enclosed copy of this letter stamped "received" in the attached self-addressed, stamped envelope.

Sincerely,

Radiological Group, P.A.

By: Gary A. Cirilli
Gary A. Cirilli, M.D., President

RESOLUTIONS

WHEREAS, Radiological Group, P.A. (the "Corporation") intends to allow certain highly compensated and select group of management employees of Radiological Group, P.A. to enter into Deferred Compensation Agreements (the "Plan"); and

WHEREAS, Radiological Group, P.A. desires to approve the form of each Deferred Compensation Agreement to be used for the Employees set forth below; and

NOW, THEREFORE, the shareholders of the Corporation do hereby approve the following resolutions:

1. BE IT RESOLVED, that the form of the Deferred Compensation Agreement to be known as the Deferred Compensation Agreement of Radiological Group, P.A. with respect to A. Wayne Britt, M.D., James L. Burkhalter, M.D., Kenneth G. Carter, M.D., Gary A. Cirilli, M.D., Ronald E. Gray, M.D., J. Mack Haltom, III, M.D., W. Larkin Carter, III, M.D., Edward K. Phillips, M.D., Charles K. Pringle, Jr., M.D., William E. Studdard, Jr., Timothy G. Ubey, M.D. and Charles O. Williams, M.D. is hereby approved and any two officers are authorized to execute the Deferred Compensation Agreements in the form attached hereto as Exhibit "A".

2. BE IT RESOLVED, that the execution of any other documents necessary to evidence the adoption of the Deferred Compensation Agreements to cover the above employees, including the filing of a notification with the Department of Labor of the adoption of such Deferred Compensation Agreements by Radiological Group, P.A., is hereby approved; and any two officers of Radiological Group, P.A. are authorized to take any and all other actions on

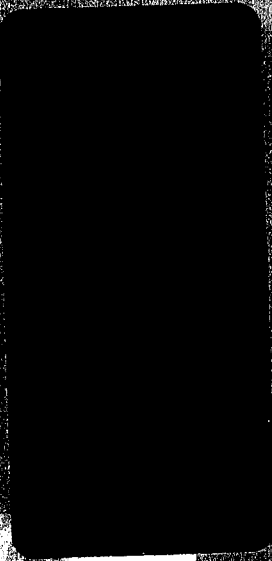
behalf of Radiological Group, P.A. to insure the adoption of the Deferred Compensation Agreements of Radiological Group, P.A.

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT
OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

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