

UNANIMOUS WRITTEN ACTION OF THE BOARD OF DIRECTORS OF:

**Trans Healthcare, Inc.
Trans Health Management, Inc.**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the directors of: (i) Trans Healthcare, Inc.; and (ii) Trans Health Management, Inc. (together, the "Companies," and individually, each a "Company"), do hereby consent to, adopt and ratify the following resolutions, in writing, without a meeting:

RESOLVED, that the minutes of the telephonic meeting of the Board of Directors of the Companies held on January 24, 2006, a true and correct copy of which is attached hereto as Exhibit A, are adopted and approved in their entirety; and

RESOLVED, that, in the event the Companies' forbearance agreements expire on or about January 31, 2006, or on a later date, and negotiations to extend the forbearance agreements on acceptable terms are unsuccessful, it is in the best interests of each of the Companies, their creditors, employees, and other interested parties that a petition be filed by each Company seeking relief under the provisions of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"); and

RESOLVED, that: (i) a Director of each of the Companies; or (ii) the President, Chief Executive Officer, or any Vice President of each Company, is hereby authorized, empowered and directed, in the name and on behalf of such Company, to execute and verify a petition for relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware, at such time as said officer executing the same shall determine; and

RESOLVED, that the law firms of McDonald Hopkins Co., LPA, 600 Superior Avenue East, Suite 2100, Cleveland, Ohio 44114 and Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., 919 North Market Street, 16th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 are hereby employed as attorneys for the Companies in such Company's chapter 11 case, subject to bankruptcy court approval; and

RESOLVED, that the appropriate officers of each Company are hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, 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 such Company's chapter 11 case, with a view to the successful prosecution of such chapter 11 case; and

RESOLVED, that the appropriate officers of each Company are hereby authorized, empowered and directed, in the name and on behalf of such Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings 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 to prosecute to a successful completion such Company's chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Companies consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

RESOLVED, that any and all past actions heretofore taken by any officers of the Companies in the name and on behalf of the Companies in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned have consented to the above resolutions as of the 25th day of January, 2006.



W. Bradley Bennett



Tom Erickson

Ned Jannotta

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 to prosecute to a successful completion such Company's chapter 11 case, to effectuate the restructuring of the debt, other obligations, organizational form and structure and ownership of the Companies consistent with the foregoing resolutions and to carry out and put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions, their authority thereunto to be evidenced by the taking of such actions; and

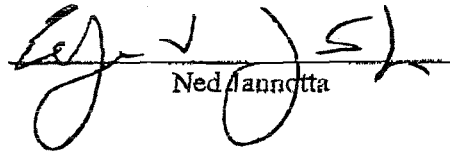
RESOLVED, that any and all past actions heretofore taken by any officers of the Companies in the name and on behalf of the Companies in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned have consented to the above resolutions as of the 25th day of January, 2006.



W. Bradley Bennett

Tom Erickson



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EXHIBIT A

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
TRANS HEALTHCARE, INC., TRANS HEALTH MANAGEMENT, INC.,
MILLENNIUM HEALTH AND REHABILITATION CENTER OF ELLICOTT CITY,
LLC, MILLENNIUM HEALTH AND REHABILITATION CENTER OF
FORESTVILLE, LLC, THI OF MARYLAND AT SOUTH RIVER, LLC, THI OF
MARYLAND, INC., THI OF OHIO ALFS AT THE COMMONS, LLC, THI OF OHIO
ALFS, INC., THI OF OHIO AT CHARDON, LLC, THI OF OHIO AT GREEBRIAR
NORTH, LLC, THI PROPERTIES, INC., THI SERVICES CORP., THI SERVICES OF
MARYLAND, LLC, THI SPECIALTY HOSPITALS OF OHIO, INC., THI THERAPY
CONCEPTS, LLC, AND TRANS HEALTHCARE OF OHIO, INC.**

**TELEPHONICALLY HELD ON
JANUARY 24, 2006 AT 2:30 P.M.**

The meeting of the Board of Directors of the above-referenced entities (collectively "THI") convened telephonically at 2:30 P.M. on January 24, 2006.

Meeting Participants

W. Bradley Bennett
Ned Jannotta
Toni Jean Lisa
Sean Nolan
Scott Opincar
Matthew Box

I. **Commencement**

The meeting was called to order at 2:30 p.m. Eastern Daylight Time.

II. **Purpose of Meeting**

W. Bradley Bennett stated the that the purpose of the Meeting is to seek Board approval to file for bankruptcy protection under Chapter 11 of Title 11 of the United States Code in the instance that the forbearance agreements, which are due to expire on or about January 31, 2006, are terminated and negotiations to extend the forbearance agreements are unsuccessful.

III. **Presentations**

The first presentation of business to come before the meeting was a discussion by W. Bradley Bennett concerning the current status of THI with regards to existing lenders and the pending termination of forbearance agreements that are due to expire on or about January 31, 2006. W. Bradley Bennett also discussed the status of pending litigation and the potential settlement of those litigation proceedings.

The second presentation of business was a discussion by Scott Opincar on the relevant factors to be considered by the THI Boards regarding the potential need to file for bankruptcy protection under Chapter 11 in the event there is no further extension of the forbearance

agreements and/or there is a failure to recapitalize financing facilities. Scott Opincar explained that in the event that the forbearance agreements are terminated, it is likely that the lenders would trap THI receivables, thus creating a liquidity crisis and placing patient care at risk.

IV. Motions

After discussion and upon motion for authority to file bankruptcy under Title 11 of Chapter 11 of the United States Code, duly made by Toni Jean Lisa, seconded by W. Bradley Bennett, and approved by the oral affirmative vote of Ned Jannotta of the directors, it was:

RESOLVED, that the Board authorized and approved THI and THM to file for bankruptcy protection under Title 11 of Chapter 11 of the United States Code on or before January 31, 2006, or at a later date, at the Board's discretion.

V. Adjournment

There being no further business, upon motion duly made, seconded, and approved by the affirmative vote of a majority of the directors, the meeting was adjourned at 2:45 p.m.