

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT (the "Agreement") is made and entered into this 30th day of October, 1998 by and among DR. JOSEPH J. WITYK and DR. FRANCIS A. GOAD (hereinafter sometimes individually referred to as a "Seller" and hereinafter collectively, referred to as the "Sellers"); and DR. AMILE A. KORANGY (the "Purchaser").

EXPLANATORY STATEMENT

A. The Sellers constitute two out of three of the stockholders and two out of three of the directors of Drs. Wityk, Goad, Korangy & Associates, P.A., a Maryland Professional corporation (the "Corporation"); the Purchaser is the Corporation's remaining Stockholder and Director.

B. The Sellers own of record and beneficially in the aggregate, 1,200 shares of the common stock without par value (the "Common Stock") of the Corporation (such 1,200 shares of Common Stock shall be hereinafter collectively referred to as the "Sellers Shares"). The Sellers Shares constitute two-thirds (2/3) of the issued and outstanding capital stock of the Corporation. The remaining 600 shares of Common Stock, representing one-third of the issued and outstanding capital stock of the Corporation, is currently owned by Dr. Amile Korangy, the Purchaser.

C. The Sellers desire to sell, assign, transfer and deliver to the Purchaser, and the Purchaser desires to purchase, all, but not less than all, of the Sellers Shares on the terms and subject to the conditions hereinafter contained.

NOW THEREFORE, in consideration of the Explanatory Statement that shall be deemed to be a substantive part of this Agreement, the mutual covenants, promises, agreements, representations and warranties contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto do hereby covenant, promise, agree, represent and warrant as follows.

1. *Purchase and Sale of the Sellers Shares.*

1.1. *Purchase and Sale.* On the terms and subject to the conditions set forth in this Agreement, at the Closing on the Closing Date, the Sellers shall each sell, assign, transfer and deliver to the Purchaser and the Purchaser shall purchase from each of the Sellers, that number of the Sellers' Shares as is set forth opposite the name of each of the Sellers as follows:

| <u>SELLERS</u> | <u>NUMBER OF SELLERS' SHARES THAT SHALL BE SOLD TO PURCHASER</u> |
|---------------------|--|
| Dr. Joseph J. Wityk | 600 |
| Dr. Francis A. Goad | 600 |
| Total | 1,200 |

Purchaser may request in order to fulfill the intent of this Agreement and the transactions contemplated hereby.

9.12. *Use of Genders.* Whenever used in this Agreement, the singular shall include the plural and vice versa, and the use of any gender shall include all genders and the neuter.

10. *Non-Solicitation.* Sellers agree that for a period of two years after the Closing, that they will not (i) solicit or recruit for employment any person who is employed by the Corporation as of the Closing Date. (ii) they will not solicit nor recruit any person who is a patient of the Corporation as of the Closing Date. Notwithstanding the foregoing, the Sellers shall not be prohibited from hiring employees or treating patients who seek out the Sellers on their own volition. In addition, nothing contained herein shall prevent the Sellers from providing references to prospective new employers of old employees of the Corporation, at the request of the employees.

11. *Buy Sell/Stockholder Agreements.* The Parties hereto agree that any and all Stockholder Agreements, Buy Sell Agreements or any other similar agreement that may be in effect at the date of this Agreement shall be canceled at Closing.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement under seal, with the intention of making it a sealed instrument, on the date first above written.

WITNESS:

Anthony Wismarski

SELLERS:

Joseph J. Wityk, MD (SEAL)
JOSEPH J. WITYK

Francis A. Goad (SEAL)
FRANCIS A. GOAD

ATTEST:

Anthony Wismarski

PURCHASER:

By: A. Korangy (SEAL)
AMILE A. KORANGY

STATE OF MARYLAND }
County of Baltimore }
CITY OF Baltimore }

SS:

I HEREBY CERTIFY that on this 30th day of October, 19 98, before me, the subscriber, a Notary Public of the State of Maryland in and for the City of Baltimore aforesaid, personally appeared JOSEPH J. WITYK, known to be (or satisfactorily

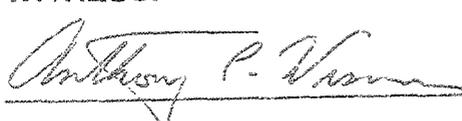
RESIGNATION OF JOSEPH J. WITYK, M.D.

October 30, 1998

I, Joseph J. Wityk, M.D. do hereby resign as both a member of the Board of Directors and President of "Drs. Wityk, Goad, Korangy & Associates, P.A.," effective October 30, 1998.

WITNESS the execution hereof the day and year first above written.

WITNESS:




JOSEPH J. WITYK, M.D.

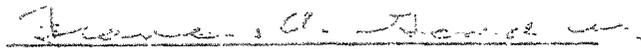
RESIGNATION OF FRANCIS A. GOAD, M.D.

I, Francis A. Goad, M.D. do hereby resign as both a member of the Board of Directors and Vice-President of "Drs. Wityk, Goad, Korangy & Associates, P.A.," effective October 30, 1998.

WITNESS the execution hereof the day and year first above written.

WITNESS:




FRANCIS A. GOAD, M.D.

INFORMAL ACTION OF THE STOCKHOLDERS AND BOARD OF DIRECTORS
OF DRS. WITYK, GOAD, KORANGY & ASSOCIATES, P.A.

October 30, 1998

The undersigned, constituting all of the Stockholders and Directors of Drs. Wityk, Goad, Korangy & Associates, P.A., a Maryland corporation, (hereinafter referred to as the "Corporation"), in accordance with Sections 2-408(c) and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the resignation of Dr. Joseph J. Wityk, M.D. and Dr. Francis A. Goad, M.D. as President and a member of the Board of Directors, and Vice-President and a member of the Board of Directors, respectively, be and they are hereby accepted by the Stockholders and Board of Directors of the Corporation, and that Dr. Amile A. Korangy, M.D. be and the same is hereby elected President of the Corporation to serve in such respective office, and until his successor is duly elected and qualified, and that Dr. Amile A. Korangy, M.D. be and the same is hereby elected to fill the vacancy on the Board of Directors of the Corporation and to serve in such office and until his successor is duly elected and qualified.

This Informal Action of Stockholders and Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

WITNESS:

BOARD OF DIRECTORS
AND STOCKHOLDERS

Ray F. Kelly

By: Amile A. Korangy, M.D.
AMILE A. KORANGY, M.D.,
Sole Director and Sole Stockholder