

**EXHIBIT H**

### MEMBER'S CERTIFICATE

The undersigned hereby certify that they are members of MJG VENTURES, L.L.C., a Georgia limited liability company (the "General Partner"), that they hold a majority of the outstanding Units in the General Partner, and that the General Partner is the general partner of MJG Partners, L.P., a Georgia limited partnership (the "Partnership"). The undersigned further certify that:

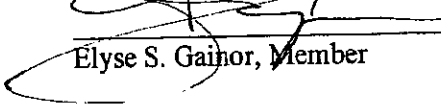
1. Attached hereto as Exhibit "A" is a true and complete copy of the Certificate of Organization of the General Partner, which continues in full force and effect on the date hereof. There has been no amendment, supplement, or other modification filed with the Secretary of State of Georgia affecting the Certificate of Organization of the General Partner since January 19, 1999, and no such amendment, supplement, or other modification has been authorized.
2. Attached hereto as Exhibit "B" is a true and complete copy of the Operating Agreement of the General Partner, which continues in full force and effect on the date hereof. There has been no amendment, supplement, or other modification affecting the foregoing Operating Agreement of the General Partner since October 9, 1999, and no such amendment, supplement, or other modification has been authorized.
3. Attached hereto as Exhibit "C" is a true and complete copy of the Resolutions Adopted by Written Consent of Members of MJG Ventures, LLC, which continue in full force and effect on the date hereof.
4. No event has occurred since November 18, 1999 which has adversely affected the good standing of the General Partner under the laws of the State of Georgia.
5. The General Partner has not instituted any proceedings or taken any action in contemplation of the dissolution, merger, or consolidation of the General Partner.
6. There are no proceedings pending or threatened by or against the General Partner in any court or before any governmental authority or arbitration board or tribunal which, if determined adversely to the General Partner, would have a material adverse effect upon the business, financial condition, assets, liabilities or prospects of the General Partner.

This certificate is given by the undersigned to King & Spalding in connection the negotiation, execution and delivery by the Partnership of the Stock Purchase Agreement, dated as of even date hereof (the "Stock Purchase Agreement"), between the Partnership and Bryan Holdings, LLC, a Georgia limited liability company (the "Purchaser") and the consummation of the transactions contemplated thereby, intending that King & Spalding may rely hereon in connection with certain opinions to be rendered by King & Spalding pursuant to the Stock Purchase Agreement. For purposes hereof, all capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Stock Purchase Agreement.

IN WITNESS WHEREOF, the undersigned, being the members of General Partner holding a majority of the Units of the General Partner, have executed this Member's Certificate as of this 14<sup>th</sup> day of December, 1999.



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Mark I. Gainor, Member



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Elyse S. Gainor, Member