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ARTICLES OF INCORPORATION

OF

HEALTH PLANNING ASSOCIATES, INC.

The undersigned, acting as incorporators of Health Planning Associates, Inc., (the "Corporation") under Section 10-2A-1, et seq., Code of Alabama, 1975, as amended, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of the Corporation is Health Planning Associates, Inc.

ARTICLE II: DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III: PURPOSES

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including, but not limited to, engaging in the business of health planning.

W. H. T. Council
4000 Southlake Pkwy, Suite 300
A.P. 35244

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ARTICLE IV: CAPITAL STOCK

The aggregate number of shares for which the Corporation shall have authority to issue is fifty thousand (50,000) and the par value in dollars of each share shall be One Dollar (\$1.00). All of the authorized shares will be common stock, and none will be preferred or stock of a different class.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 4524 Southlake Parkway, Suite 34-312, Birmingham, Alabama 35244 and the name of the its registered agent at such address is William T. Councill.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be managed by its Board of Directors. The number of Directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders or until successors are elected and qualify are:

William T. Councill

4524 Southlake Parkway
Suite 34-312
Birmingham, Alabama 35244

Clay R. Carr

4524 Southlake Parkway
Suite 34-312
Birmingham, Alabama 35244

ARTICLE VII: INCORPORATOR(S)

William T. Councill

4524 Southlake Parkway
Suite 34-312
Birmingham, Alabama 35244

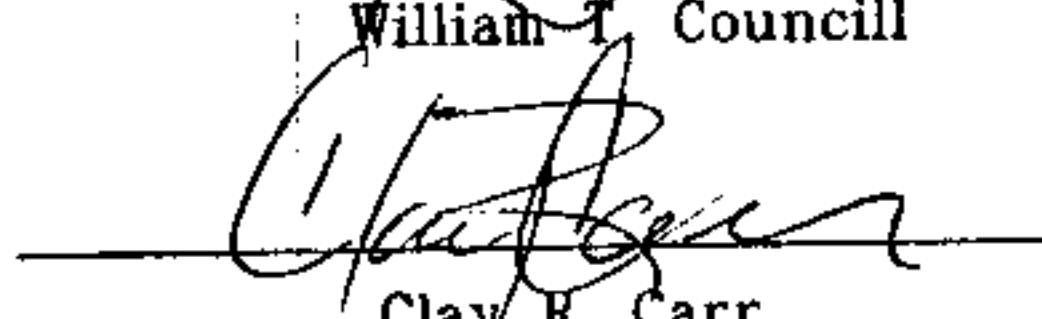
Clay R. Carr

4524 Southlake Parkway
Suite 34-312
Birmingham, Alabama 35244

IN WITNESS WHEREOF, these Articles of Incorporation have been
duly executed on the 20 day of February, 1991.



William T. Councill



Clay R. Carr

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned authority, personally appeared William T. Councill, whose name is signed to the within Articles of Incorporation and who acknowledged to me that he executed the same voluntarily on the day that same bears date.

Given under my hand and Official Seal of Office on this 20th day
of February, 1991.

Sarah M. Murphree
NOTARY PUBLIC

My Commission expires: 7-20-93

(AFFIX SEAL)

SARAH M. MURPHREE
Notary Public
Alabama State at Large
My Commission Expires
July 20, 1993



STATE OF ALABAMA

I, Billy Joe Camp, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Health Planning Associates, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Clay Carr, 4524 Southlake Pkwy, Birmingham, AL 35244 for a period of one hundred twenty days beginning January 25, 1991 and expiring May 26, 1991.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.
January 25, 1991

Date

A handwritten signature in dark ink, appearing to read "Billy Joe Camp", written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

HEALTH PLANNING ASSOCIATES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of HEALTH PLANNING ASSOCIATES, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of HEALTH PLANNING ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of MARCH, 1991

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

91 MAR 12 PM 12:13

JUDGE OF PROBATE

Thomas A. Snowden Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00

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