

STATE OF ALABAMA )  
SHELBY COUNTY )

CERTIFICATE OF INCORPORATION  
OF  
Omni Claims, Inc.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Alabama do hereby make and file their Certificate of Incorporation as follows:

ARTICLE ONE

NAME

The name of the corporation shall be Omni Claims, Inc.

ARTICLE TWO

PRINCIPAL OFFICE

The location of the principal office of the corporation shall be at 4906 Cox Cove, Helena, Alabama 35080.

ARTICLE THREE

CORPORATE DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR

PURPOSES FOR CORPORATE ORGANIZATION

The nature, objectives, and purposes of the business for which this corporation is formed are and include, as fully as to same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

The corporate purpose is to market and sell computer hardware, software and services, including without limitation, providing all specific needs related to the proper handling and processing of health care related insurance claims.

02/09/1994-04521  
04:18 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
D10 MJS 90.00

Inst # 1994-04521

## ARTICLE FIVE

### GOVERNING LAWS AND POWERS

The corporation shall be governed by and subject to the Alabama Business Corporation Act, Alabama Code Section 10-2A-1 seq. (1975). The corporation shall enjoy the powers and privileges set forth herein pursuant to the laws of the State of Alabama, specifically including, without limitation, the following:

1. To negotiate legal arrangements to be entered into for the purpose of a legal venture in anticipation of receiving or sharing profits and union of interests in combination with any person, partnership, corporation, association, organization, or any other such legal entity or body, whether such venture be with a domestic or foreign company, for the purpose of carrying on any business or transaction deemed necessary, convenient or incidental to the purposes of this corporation as found in the Certificate of Incorporation.

2. To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others and to guarantee the payment of dividends upon any security or securities.

3. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.

4. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

5. For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, take, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other

instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law, to lend money with or without collateral or other security.

6. To enter into, make and perform contract of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

7. To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

8. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

9. In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this fourth article of these Articles of Incorporation shall, except where otherwise specified, be no wise limited to restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

## ARTICLE SIX

### CAPITAL STOCK

1. The aggregate number of shares which the corporation shall have the authority to issue is One Thousand common shares of the par value of Sixty Cents (\$00.60) each,

thus representing a total authorized capital of Six Hundred Dollars (\$600.00), and consisting of such one class only.

2. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders and such vote may be cast in person or by proxy.

3. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

4. No person shall have the power to bind the corporation within the scope of the business authorized and provided for within the Articles of Incorporation of the corporation limited by virtue of such person being a shareholder of the corporation.

5. No shareholder shall have any preemptive right to purchase any proportion of any shares of the corporation, including treasury shares, that might be issued or sold by the corporation.

## ARTICLE SEVEN

### REGULATION OF CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and Directors of this Corporation will be held either in or out of the State of Alabama, at such place or places as may be designated in the By-Laws by the Board of Directors herein included in these Articles.

2. By-Laws. The initial By-Laws of this Corporation shall be adopted by the Shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Shareholders. The affirmative vote of the majority shares of the outstanding shares of the corporation entitled to vote, at any regular or special meeting, where such meeting constitutes a quorum of the shareholders, will be necessary to amend or repeal management and regulation of the business and for the conduct of the affairs of the corporation which will be consistent with the powers and authority expressly provided by statute or these articles of the Certificate of Incorporation.

3. Contracts Involving Directors. No contract or



other transaction of this Corporation with any person or Corporation will be invalidated or effected by:

- (a) The fact that the director has an interest in or is an officer of any other corporation; or
- (b) The fact that any director may be involved or has an interest in the contract or transaction.

A person who may become a director of the corporation is relieved of any liability arising by reason of his contract with the corporation for his own benefit or the benefit of any corporation of which he may have an interest.

#### ARTICLE EIGHT

##### LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation is 4906 Cox Cove, Helena, Alabama 35080, and the name of the initial registered agent at such address is Kenneth Edward Pitchford.

The corporation may maintain such other offices elsewhere, within or outside the State of Alabama, as its Board of Directors may from time to time determine.

#### ARTICLE NINE

##### DIRECTORS CONSTITUTING INITIAL BOARD OF DIRECTORS

1. The number of persons constituting the initial Board of Directors of the corporation is THREE, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

DIRECTOR	MAILING	ADDRESS
Robert Keith Wilson	4906 Cox Cove Helena, Alabama	35080
Kenneth Edward Pitchford	4906 Cox Cove Helena, Alabama	35080

Brian Kornowicz

4906 Cox Cove  
Helena, Alabama 35080

2. A member of the Board of Directors need not be a shareholder of the corporation to so qualify.

3. Members of the Board of Directors shall be elected each year at the annual meeting of the Shareholders and shall hold office for one (1) year until the next annual meeting of Shareholders or until their successors have been elected and qualified.

#### ARTICLE TEN

##### THE NAME AND ADDRESS OF INCORPORATOR

The names and post office addresses of the Incorporators are as follows:

INCORPORATOR	MAILING	ADDRESS
Robert Keith Wilson	4906 Cox Cove Helena, Alabama	35080
Kenneth Edward Pitchford	4906 Cox Cove Helena, Alabama	35080
Brian Kornowicz	4906 Cox Cove Helena, Alabama	35080

#### ARTICLE ELEVEN

##### POWERS OF THE CORPORATION

The corporation shall have all of the powers specified in Section 10-2A-20 Code of Alabama, 1975, as amended, and the By-Laws, hereby adopted by the stockholders of the corporation. The corporate powers of the corporation shall be exercised by the Board of Directors, except as otherwise provided by law. The date of which the directors' meeting shall be held, the number of directors and their terms of office, the terms of office of the officers, and the powers and duties of the officers shall be fixed by the By-Laws of the corporation. Other offices and those named herein may be created by the By-Laws of the corporation and filled by the Board of Directors. The corporation shall have the power to make By-Laws for the regulation and government of the corporation, its agents, servants and officers, and for all

other purposes not inconsistent with the Constitution and Laws of the State of Alabama.

ARTICLE TWELVE

SPECIAL CLASS OF STOCKS AND BONDS

The corporation reserves the right to create any preferred or special class of stocks and bonds and to amend or repeal any provisions contained in the articles of the Certificate of Incorporation or any amendment thereof in the manner now or hereafter provided by the laws of the State of Alabama. All rights of the stockholders of the corporation are created subject to the aforesaid reservations.

ARTICLE THIRTEEN

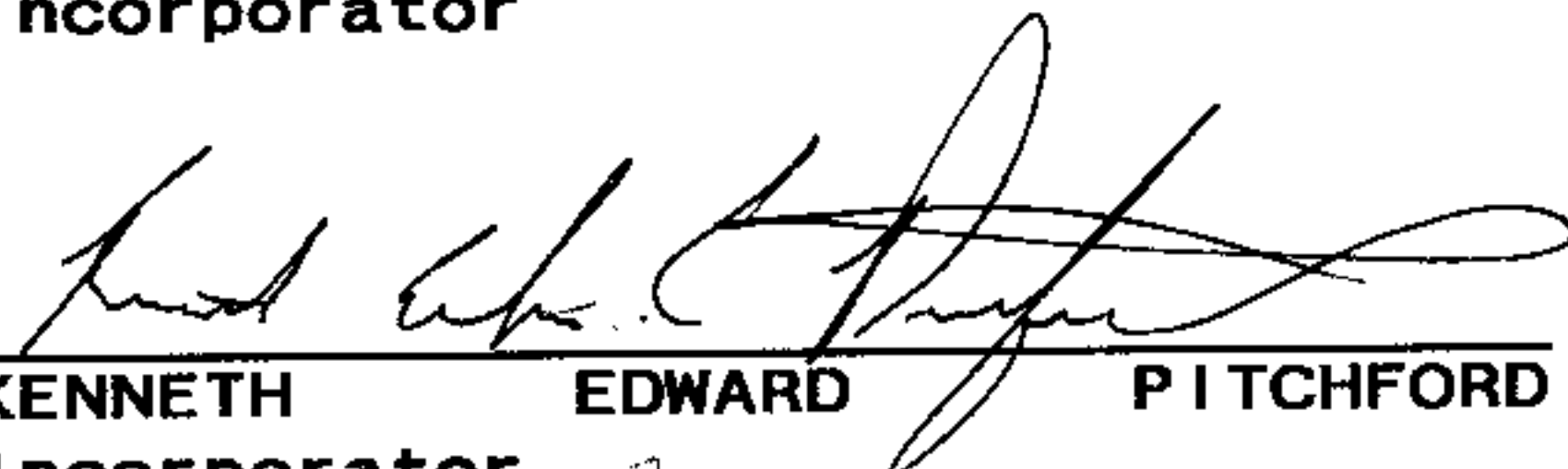
PRICE OF STOCK

The purchase price of valuation of stock to which the Corporation or its Shareholders may purchase, or be obligated to purchase, the shares of stock of the Corporation of a deceased, retired, expelled, or disqualified Shareholder shall be required to sell his shares to the Corporation or to its other Shareholders, may be fixed by the By-Laws of the Corporation, or by a private agreement entered into by the Shareholders.

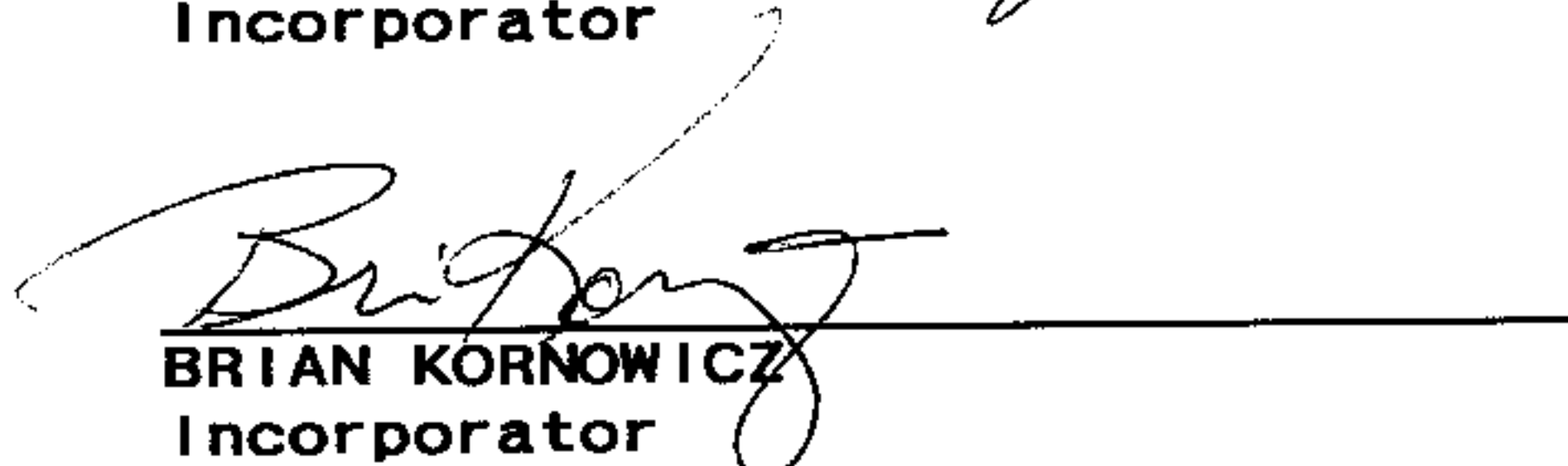
IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation for the purpose of forming a corporation under the Laws of the State of Alabama hereunto subscribe their hands to this Certificate of Incorporation this the 2<sup>ND</sup> day of February, 1914.



ROBERT KEITH WILSON  
Incorporator



KENNETH EDWARD PITCHFORD  
Incorporator



BRIAN KORNOWICZ  
Incorporator

**THIS INSTRUMENT PREPARED BY:**

**F. WADE STEED  
Attorney at Law**

**DEMPSEY, CARSON & STEED, P.C.  
Attorneys at Law  
Civic Center Professional Building  
1122 - 22nd Street, North  
Birmingham, Alabama 35234-2725  
Telephone: (205) 328-0162**



# STATE OF ALABAMA

I, Jim Bennett, 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:

Omni Claims, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Wade Steed, 1122 22nd Street North, Birmingham, AL 35234 for a period of one hundred twenty days beginning January 6, 1994 and expiring May 7, 1994.



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 6, 1994

Date

A handwritten signature in black ink that reads "Jim Bennett". The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF OMNI CLAIMS, 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 OMNI CLAIMS, 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 OMNI CLAIMS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9 day of FEB, 19 94.

*Thomas A. Snowden Jr.*

Judge of Probate

Inst # 1994-04521

02/09/1994-04521  
04:18 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
010 HJS 90.00

