

VENGO, INC.

=====

ARTICLES OF INCORPORATION

Under the Alabama Business Corporation Act

=====

Inst # 1996-21664

This Instrument Prepared By:

Frank M. Caprio, Esquire
Lanier Ford Shaver & Payne P.C.
200 West Court Square - Suite 5000
P. O. Box 2087
Huntsville, Alabama 35804

Inst # 1996-21664

07/08/1996-21664
11:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
012 NCO 90.00

ARTICLES OF INCORPORATION

OF

VENGO, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the Alabama Business Corporation Act, hereby certifies:

ARTICLE I

Name

The name of the corporation is Vengo, Inc.

ARTICLE II

Period of Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

The corporation shall have the right to transact any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, including, but not limited to, the following:

(1) To engage in research and development, purchase, sale, import, export, license, distribution, design or rental of any computer software and hardware of every kind and description with respect to medically related clinical outcome and financial outcome data.

(2) To invest in real estate, mortgages, stocks, bonds, promissory notes or any other type of investment.

(3) To own or lease real or personal property necessary or appropriate in the conduct of its business.

ARTICLE IV

Capital

The aggregate number of shares which the corporation is authorized to issue is Ten Thousand (10,000) shares of \$1.00 par value voting common stock all of the same class and none preferred.

ARTICLE V

Registered Agent and Office

The location and mailing address of the initial registered office of the corporation is ✓ 4840 Southlake Parkway, Birmingham, Alabama 35244.

The name of the registered agent of the corporation at such address is ✓ Steven R. Goertz

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial board of directors is one (1) and the name and address of the initial director is as follows:

Name

Address

Steven R. Goertz

4840 Southlake Parkway
Birmingham, Alabama 35244

ARTICLE VII

Incorporator

The name and address of the incorporator is:

Name

Address

Steven R. Goertz

4840 Southlake Parkway
Birmingham, Alabama 35244

ARTICLE VIII

Dividends and Distributions

Subject to the provisions of the Alabama Business Corporation Act, the board of directors of the corporation may, from time to time, declare and pay dividends on its outstanding shares in cash, property or its own shares except when the corporation is insolvent.

The board of directors of the corporation may from time to time distribute to the shareholders without shareholder authorization out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the requirements of the provisions of the Alabama Business Corporation Act.

ARTICLE IX

Powers

The corporation shall have all powers granted corporations under the Alabama Business Corporation Act which shall specifically

include, but not be limited to, the rights and powers granted pursuant to the Alabama Business Corporation Act and the power to:

(1) Borrow money on such terms and conditions as may be deemed advisable and secure the same by a mortgage of or security interest in or pledge of any or all of its real or personal property.

(2) Act as a guarantor or surety on indebtedness of other parties on such terms and conditions as may be deemed advisable and secure the same by a mortgage of or security interest in or pledge of any or all of its real or personal property.

(3) Do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of the corporation or in furtherance of any of the powers of the corporation, either alone or in partnership, general or limited (or limited liability company member or joint venture partner), with other corporations, firms or individuals, provided the same shall not be in violation of the laws of the State of Alabama.

(4) Purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares to the extent of unreserved and unrestricted earned and/or capital surplus available therefor without the necessity of shareholder authorization.

(5) Create and issue whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling holders thereof to purchase from the corporation shares of any class or classes. Such rights or options

shall have such provisions and shall be endorsed in such form and manner as the board of directors shall approve and shall set forth the terms upon which, the time or times within which and the price or prices at which such shares may be purchased from the corporation upon the exercise of any such right or option. If such rights or options are to be issued to directors, officers or employees as such of the corporation or any subsidiary thereof, and not the shareholders generally, their issuance shall be approved by a majority vote of the shareholders or shall be authorized by and consistent with a plan approved or ratified by such a vote of the shareholders.

(6) Enter into an agreement with one or more of the shareholders of the corporation to restrict the transfer of securities of the corporation and to purchase the securities of the corporation from one or more of its shareholders upon the occurrence of certain events.

ARTICLE X

Action by Unanimous Written Consent

Action of the shareholders may be taken by unanimous written consent without meeting and it shall have the same effect as the unanimous vote of the shareholders. Action of the directors may be taken by unanimous written consent without meeting and it shall have the same effect as the unanimous vote of the directors.

ARTICLE XI

Number of Directors

Except for the initial board of directors set forth herein, the board of directors of the corporation shall consist of one or more members as established by the By-Laws of the corporation.

ARTICLE XII

Section 1244 Stock

The board of directors at the first meeting thereof or by action taken by unanimous written consent in lieu of such first meeting shall establish a plan to issue stock of the corporation in such a manner that, in the hands of qualified shareholders, such stock shall receive the benefits of § 1244 of the Internal Revenue Code of 1986, as amended. .

ARTICLE XIII

No Preemptive Rights

No shareholder shall have preemptive rights with respect to the issuance of additional shares of stock.

ARTICLE XIV

By-Laws

The board of directors shall have the power to adopt, amend or repeal By-Laws of the corporation.

ARTICLE XV

Limitation of Liability

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

ARTICLE XVI

Indemnity; Insurance

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was serving as a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with

such action, suit or proceeding to the full extent permitted by the Alabama Business Corporation Act from time to time in effect. The indemnification provided by this provision shall not be deemed exclusive of any other rights to which any such person seeking indemnification may be entitled under any statute, by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The term "enterprise" shall include, but not be limited to, plans and trusts established or for the benefit of employees of the corporation, including plans and trusts governed under the Employee Retirement Income Security Act of 1974, as amended.

The corporation shall have authority, but shall not be required, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability. The corporation may (but shall not be required to) pay for or reimburse the reasonable expenses incurred by a person

entitled to indemnification who is a party to a proceeding in advance of the final disposition of the proceeding if: (i) the party furnishes the corporation with a written affirmation of his or her good-faith belief that he or she conducted himself or herself in good faith and he or she reasonably believed that the conduct was in the best interests of the corporation; (ii) the party furnishes the corporation with a written undertaking, executed personally or on his or her behalf, to repay the advance if it is determined that he or she did not meet such standard of conduct; and (iii) determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.


ARTICLE XVII

Committees

The board of directors shall have the power to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. The By-Laws may provide that in the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the board to act at the meeting, and each member thereof, shall serve at the pleasure of the board. A committee designated pursuant to this

paragraph, to the extent provided in the resolution of the board or in the By-Laws, may exercise all powers and authority of the board in management of the business and affairs of the corporation not prohibited by the Alabama Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 3rd day of July, 1996


Steven R. Goertz, Incorporator

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 10-2B-4.02, 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:

Vengo, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Laurie Strom, P O Box 2087, Huntsville, AL 35804 for a period of one hundred twenty days beginning July 1, 1996 and expiring October 30, 1996.



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.

July 1, 1996

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

Inst # 1996-21664

07/08/1996-21664
11:10 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
012 MCD 90.00