

**ARTICLES OF INCORPORATION
OF
MEDICAL HORIZONS, INC.**

The undersigned, as incorporator, desiring to organize a body corporate under the laws of the State of Alabama, does make, sign and file this ARTICLES OF INCORPORATION, as follows:

ARTICLE ONE

The name of the Corporation is Medical Horizons, Inc.

ARTICLE TWO

The aggregate number or shares which the Corporation shall have authority to issue is 10,000 shares of common stock, all of the same class, and with a par value of \$1.00 per share.

ARTICLE THREE

The mailing address of the corporation is 2528 Willowbrook Circle, Birmingham, Alabama 35242. The street address of the corporation's initial registered office is 2528 Willowbrook Circle, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is William M. Hogan.

ARTICLE FOUR

The name and address of the incorporator is:

William M. Hogan
2528 Willowbrook Circle
Birmingham, Alabama 35242

ARTICLE FIVE

The names and addresses of the individuals who are to serve as the initial directors are:

William M. Hogan, President, 2528 Willowbrook Circle, Birmingham, Alabama 35242

Melanie Hogan, Secretary/Treasurer, 2528 Willowbrook Circle, Birmingham, Alabama 35242

ARTICLE SIX

The object and purposes for which the Corporation is formed are:

1. To engage in any lawful business.
2. To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

ARTICLE SEVEN

The corporate power shall be exercised by the Board of Directors, except as otherwise provided by statute or by these ARTICLES OF INCORPORATION. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- a. To make and alter the By-Laws of the Corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders.
- b. To fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.
- c. To increase the size of the Board of Directors as they deem appropriate; and to conduct board meetings by telephone when warranted.

The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorize expressly conferred upon it by statute.


ARTICLE EIGHT

No shares of stock in the Corporation may be transferred without the written consent of the other shareholders. The other shareholders shall have a right of first refusal on shares proposed to be sold or transferred; if more than one non-transferring shareholder wishes to purchase such shares they may do so, dividing the shares evenly between them. Any transfer in violation of this provision is void. The Corporation may redeem any shares transferred in violation of this article or by operation of law for book value.

ARTICLE NINE

Each certificate for shares shall state on its face: "The transfer of share is subject to restrictions set forth in the Articles of Incorporation. Any transfer in violation of the restrictions is void."

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these ARTICLES OF INCORPORATION on this the 20th day of October, 2003.



William M. Hogan, Incorporator

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Medical Horizons, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William M Hogan, 2528 Willow Brook Circle, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 30, 2003 and expiring November 28, 2003.



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 30, 2003

Date

Nancy L. Worley

Secretary of State