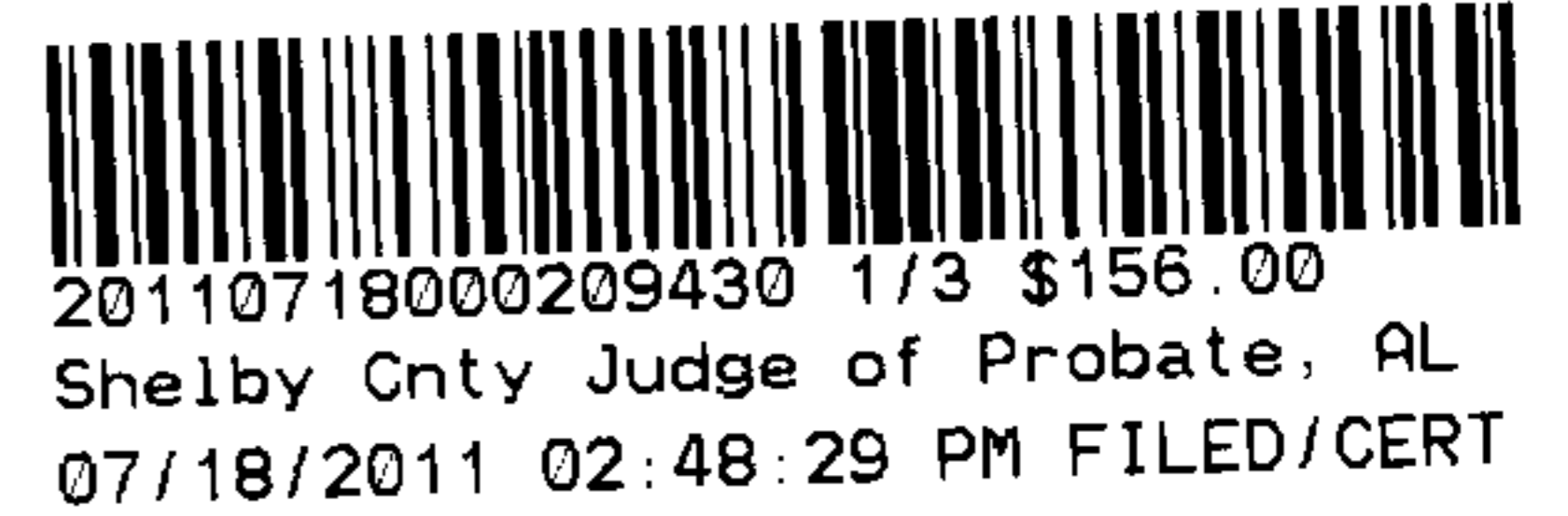


ARTICLES OF INCORPORATION

OF



SOUTHERN CARE INTERNAL MEDICINE, P.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned James David Mills, acting as incorporator of a professional corporation under Title 10A, Chapter 4 of the Alabama Code 1975 (the "Alabama Professional Corporation Law"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be: Southern Care Internal Medicine, P.C.

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To engage in the practice of medicine and to provide all services related thereto.
2. To transact any and all lawful business for which professional corporations may be incorporated under the Alabama Business and Nonprofit Entity Code and the Alabama Professional Corporation Law, as such Act may be amended from time to time.
3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance.


ARTICLE III
**LOCATION OF INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be 2093 Eagle Ridge Drive, Birmingham, Alabama 35242, and the corporation's initial registered agent at such address shall be Amy Bentley Illescas, M.D.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of One Cent (\$.01) par value.

ARTICLE V
BOARD OF DIRECTORS


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The number of directors constituting the initial board of directors of the Corporation is one (1), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

Amy Bentley Illescas, M.D.
2093 Eagle Ridge Drive
Birmingham, Alabama 35242

ARTICLE VI
STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefore.

ARTICLE VII
LIABILITY OF DIRECTORS

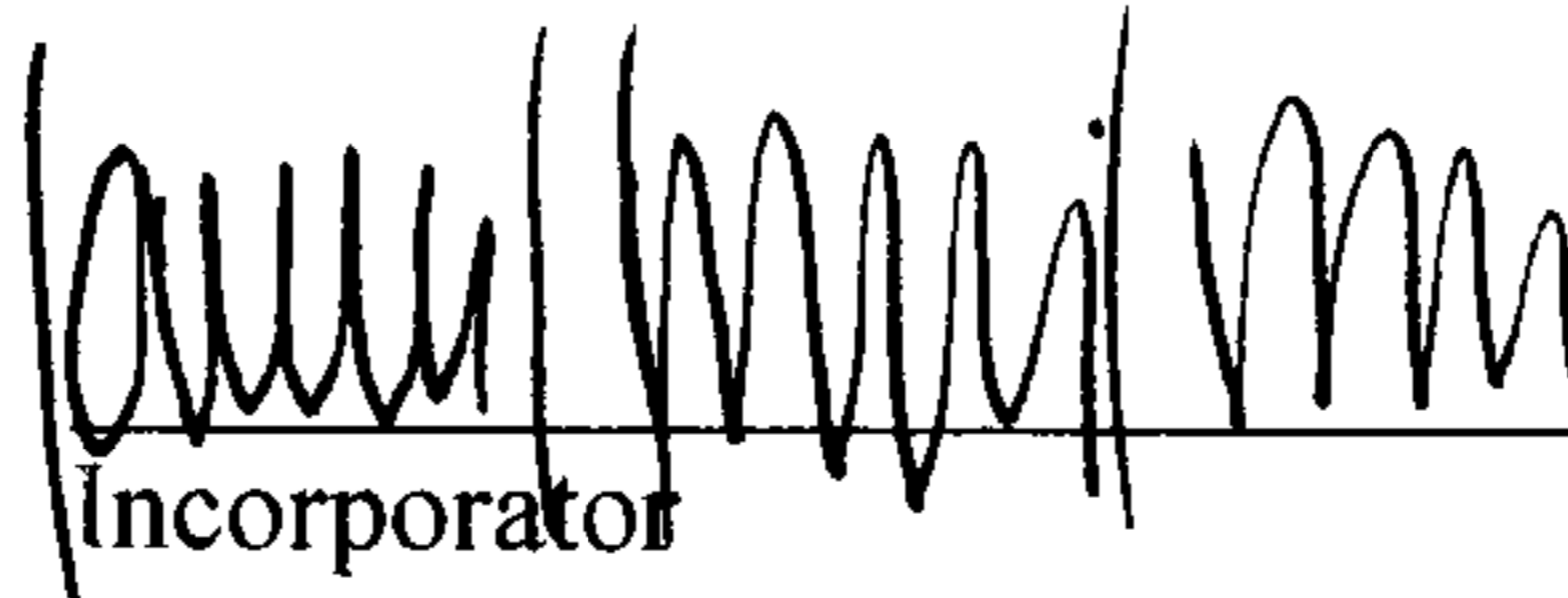
A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business and Nonprofit Entity Code, the Alabama Professional Corporation Law or any successor statutes thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by such acts, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is as follows:

James David Mills, Esquire
Post Office Box 10631
Birmingham, Alabama 35202-0631

15th IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this day of July, 2011.



Incorporator

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Southern Care Internal Medicine, P.C.

This domestic professional corporation name is proposed to be formed in Alabama and is for the exclusive use of JAMES DAVID MILLS, P O BOX 10631, BIRMINGHAM, AL 35202 for a period of one hundred twenty days beginning June 17, 2011 and expiring October 16, 2011

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.

June 21, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State