

This instrument was prepared

by Harold I. Apolinsky, Esq.
2222 Arlington Avenue South
Birmingham, Alabama 35255

STATE OF ALABAMA)

COUNTY OF SHELBY)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COLUMBIANA CLINIC, P.C.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned professional association, organized and existing under the laws of the State of Alabama, hereby certify that, in accordance with the Code of Alabama 1975, Sections 10-2A-111, 10-2A-116 and 10-4-403, the following Amended and Restated Articles of Incorporation were duly adopted by its Board of Governors for the purpose of becoming subject to the provisions of the Revised Alabama Professional Corporation Act:

"1. The name of the corporation is: Columbiana Clinic, P.C., and any and all references to Columbiana Clinic, P.A. shall hereinafter be deemed to refer to Columbiana Clinic, P.C.

2. The objects and purposes for which the corporation is formed are:

(a) To render professional medical services within the State of Alabama, particularly in the diagnosis and treatment of diseases of the human body through medicine and general surgery. All professional medical services so rendered shall be rendered only through its officers, employees and agents who are themselves duly licensed or otherwise legally authorized to render professional medical service within the State of Alabama.

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(b) To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and to own any other type of property necessary or appropriate for rendering professional services related to medicine and surgery.

(c) To acquire, by purchase, contribution to capital, lease, or any other lawful method, all such machinery, equipment, fixtures, and other facilities as may be necessary or desirable in the conduct of any portion of any business which shall be entered into or conducted by the corporation pursuant to the powers set forth above in clauses (a) and (b).

(d) To sell, lease, exchange, mortgage or otherwise dispose of, in any lawful manner, all such parcels of real or personal property as may be owned or acquired, or in which the corporation shall acquire any interest pursuant to the exercise of powers described in clauses (a) and (b) hereof.

(e) To enter into, make, and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(f) To borrow money, with or without security, and to lend money upon the receipt of such security as the Board of Directors of the corporation may deem advisable, by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description.

(g) To purchase or otherwise acquire, apply for, register, hold, use, sell or in any manner dispose of and to grant licenses or other rights in and in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade names, rights and licenses secured under letters patent, copyright or otherwise, pursuant to the exercise and powers described in clauses (a) and (b) hereof.

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(i) To endorse, guarantee, become a surety with respect to, or otherwise obligate itself for, or without becoming liable therefor, nevertheless, to pledge, or mortgage, all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any agreement, note, debenture, scrip, coupons, contracts, or any other obligations or evidences of indebtedness, or the performance of any contract, or other obligation of any other person, firm or corporation, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage, or benefit, or any account whatsoever. Irrespective of any other profit, consideration, if any, and irrespective of the relative net worth of such a person, firm or corporation involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any person, firm or corporation (A) who or in which this corporation owns stock, or (B) who or which owns stock in this corporation, or (C) who or which owns stock in another corporation which owns stock in this corporation, or (D) who or in which another corporation owns stock which also owns stock in this corporation, or (E) who or in which any one or more persons who own stock in this corporation also own stock, or (F) who or which has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, suretyship or other obligation, with respect to all or any such obligations or evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation in the use of common facilities or services.

(j) To purchase, take, receive, redeem, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same, provided that the corporation may issue its shares of capital stock only to persons duly licensed to practice the profession of medicine and surgery under the laws of the State of Alabama.

(k) To enter into any plan or project for the assistance and welfare of its employees.

(l) To enter into any arrangement for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, association, corporation, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(m) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories, or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(n) To carry on any other business in connection with the foregoing.

(o) To do any and all of the things set out in this Section 2 and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation, or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation, within the aforesaid limits described in this clause.

(p) To have and to exercise every power, right, and immunity which is conferred upon corporations organized under the laws of the State of Alabama by Act 514, Laws 1983 of the Alabama Legislature, approved July 18, 1983 and effective January 1, 1984.

Subject to the limitations and restrictions hereafter set forth in this paragraph, the foregoing clauses, and each

phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all 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.

3. The location of the principal office of the corporation in the State of Alabama shall be in Columbiana, Shelby County, Alabama.

4. This corporation shall be a stock-type corporation. The total number of shares of stock which the corporation shall have authority to issue shall be two thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The amount of capital stock with which the corporation will begin business shall be two thousand (2,000) shares of common stock of the aggregate value of Two Thousand Dollars (\$2,000.00), fully paid for as shown by the subscription list hereinafter set out.

5. The name and post office address of the officer designated by the initial associates to receive subscriptions to the capital stock of the corporation is Dr. Harold J. Hall, of Columbiana, Alabama.

6. (a) The names and post office addresses of the initial associates, and the number of shares subscribed for by each, are as follows:

<u>Name and Address</u>	<u>No. of Shares</u>
Dr. Harold J. Hall Columbiana, Alabama	1,000
Dr. Harry L. Phillips Columbiana, Alabama	1,000

(b) The names and post office addresses of the directors chosen for the first year are as follows:

<u>Name</u>	<u>Address</u>
Dr. Harold J. Hall	Columbiana, Alabama
Dr. Harry L. Phillips	Columbiana, Alabama

(c) The names and post office addresses of the officers chosen for the first year are as follows:

<u>Name and Address</u>	<u>Office</u>
Dr. Harold J. Hall Columbiana, Alabama	President and Treasurer
Dr. Harry L. Phillips Columbiana, Alabama	Vice-President and Secretary

7. The period for the duration of the corporation shall be perpetual.

8. (a) This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent) as may be fixed from time to time by the Board of Directors and may

receive in payment thereof, in whole or in part, cash, labor done, or personal or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, or leases, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

(b) The corporation may issue its capital stock only to persons who are duly licensed or otherwise legally authorized to render the same professional service as that for which this professional corporation was organized.

(c) Each share of common stock of the corporation shall be entitled to one vote at any meeting of stockholders.

9. The value of a share or shares of the common stock of this corporation, for the purpose of determining the option price of the option to redeem such shares which the corporation shall have with respect to all shares of the common stock of the corporation, shall be the value provided for in the By-laws of the corporation as the By-laws existed ninety-one (91) days prior to the time of the exercise by the corporation of its option to redeem.

10. A stockholder may sell or transfer his shares of stock in this corporation to whomsoever he may legally sell such shares, except as restricted by the By-laws of the corporation in effect at the time of the sale or transfer, and every share of this corporation's stock shall be subject to an option to redeem such share in favor of the corporation which is provided for at the time in the By-laws of the corporation.

11. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Corporation and the By-laws of the corporation, as they may be last amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the part of any other person, whether or not the corporation shall have notice thereof.

12. The stockholders of the corporation who become employees of the corporation shall, to the extent that the laws and ethics governing the practice of the stockholders' profession permit, be subject to the corporation's management and control in the same manner as other employees, notwithstanding their ownership of a share or shares of stock in the professional corporation. The stockholders, and those

who may hereafter become stockholders, agree to forego all claims for fees charged and collected for services rendered or to be rendered and to accept in lieu thereof compensation to be set by the Board of Directors of this corporation. The stockholders who become employees shall have the privilege of respecting and honoring confidential communications made to them, individually and/or severally, by patients.

13. If any shareholder, member of the Board of Directors, officer, agent or employee of the Corporation becomes legally disqualified to practice medicine in the State of Alabama, or accepts employment or is elected to a public office which, pursuant to existing law is a restriction or limitation upon his practice of medicine, he shall sever all relations which he has with the Corporation of every kind, nature and description, including specifically, but not exclusively, his financial interest in the Corporation, his membership on the Board of Directors, his position as an officer of the Corporation or his position as an employee or agent of the Corporation, as the case may be.

14. The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article 6 hereof. Thereafter, the number of Directors of the Corporation shall be fixed from time to time by the By-Laws

or, in the absence of a By-Law fixing the number of Governors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, and no decrease shall have the effect of shortening the term of any incumbent Directors, except that any member of the Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

15. The stockholders of this corporation may adopt such By-laws, rules and regulations for the governing of this corporation as are consistent with the Articles of Incorporation and as they may deem necessary or expedient. Such By-laws and these Articles of Incorporation may be amended, altered, changed or repealed at any meeting called for that purpose by the affirmative vote of three-fourths (3/4ths) of all issued shares of stock and all rights conferred upon the officers, Board of Directors, and stockholders of the corporation are granted subject to this reservation.

16. Each person who shall serve as a director or officer of this corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him, in connection with or

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17. No contract or other transaction between this corporation and any person, firm, association, or corporation, and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of this corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction, or other act, or related to or interested in (either as director, stockholder, officer, employee, or otherwise) such person, firm,

association, or corporation. Any director of this corporation individually, or any firm or corporation in which any director of this corporation may have an interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director, individually, or such firm or corporation, is so interested, shall be disclosed or known to the Board of Directors of this corporation, or to the members thereof as shall be present at any meeting of the Board of Directors of this corporation, or of any committee of directors having the powers of the full board, at which any action upon any such contract, transaction, or other act is taken; and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors of this corporation, or of such committee, at which action upon any such contract, transaction, or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

18. The corporation reserves the right, upon the affirmative vote of three-fourths (3/4ths) of all issued shares of stock, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and stockholders herein are granted subject to this reservation.

19. The intent of, and all provisions of, these Articles of Incorporation shall be construed and interpreted so as to conform with, and so as not to be contrary to or violate, the intent of and provisions of Act 514, Laws 1983 of the Alabama Legislature approved July 18, 1983 and effective January 1, 1984..

If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is void or illegal, it shall not impair nor affect the balance of this agreement and stockholders do hereby declare that they would have signed and executed the balance of such agreement without such void or illegal provision.

This corporation shall not be held or deemed to be a partnership nor shall it be governed by laws relating to partnerships nor shall its assets be liable to attachment for the individual debts of its stockholders.

20. Attached hereto marked Exhibit "A", and made a part hereof is a statement under oath of Dr. Harold J. Hall, the person designated by the initial associates to receive

subscriptions to the capital stock of said corporation showing the amount of capital stock which has been paid in; and Exhibit "B" attached hereto and made a part hereof is a true and correct copy of the subscription list showing the amount of the capital stock subscribed for by each of said initial associates, and the manner in which the same is distributed and has been paid."

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These Amended and Restated Articles of Incorporation as set forth hereinabove incorporate the following amendments which were adopted in accordance with the Code of Alabama 1975, Sections 10-4-403, 10-4-381, 10-2A-110, and 10-2A-113; by unanimous vote of the Governors and the holders of all One Thousand Three Hundred Thirty Three and one-third (1,333 1/3) of the issued and outstanding shares of the Association on the 3rd day of January, 1984, as follows:

1. The following Articles or subsections thereof shall be deleted in their entirety and there is substituted in lieu thereof the language found hereinabove:

ARTICLE I
ARTICLE 2, Subsection p
ARTICLE 13
ARTICLE 14
ARTICLE 19

2. The term "Association" shall be deleted wherever it occurs and in its place shall be substituted the term "Corporation"; the term "Articles of Association" shall

be deleted wherever it occurs and in its place shall be substituted the term "Articles of Incorporation"; and the term "Governor" or "Governors" shall be deleted wherever it occurs and in its place shall be substituted the term "Director" or "Directors."

With the exception of the above-designated amendments, the restated Articles of Incorporation correctly sets forth without change the corresponding provisions of the Articles of Association as heretofore amended. The restated Articles of Incorporation with the designated amendments supercede the original Articles of Association and all amendments thereto.

COLUMBIANA CLINIC, P.A.

By: Harry L. Phillips MD
Harry L. Phillips, M.D.
Its President

ATTEST:

Thomas M. Nolen
Thomas M. Nolen, M.D.
Its Secretary

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VERIFICATION

I, the undersigned, as President of Columbiana Clinic, P.C., do hereby verify that the above and foregoing instrument represents the Amended and Restated Articles of Incorporation of Columbiana Clinic, P.C., an Alabama professional corporation, duly approved and adopted by the unanimous consent of the Governors and the Shareholders of the Association and that the statements contained therein are true and correct.

This 3rd day of January, 1984.

Harry L. Phillips, M.D.
Harry L. Phillips, M.D.,
President

Sworn to and subscribed before me on this 3rd day
of January, 1984.

Mesa Weaver
Notary Public

My commission expires: 10-11-86

Ref: TW/103831028



STATE OF ALABAMA

I, Don Siegelman, 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, the corporate name _____

Columbiana Clinic, P.C.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of _____

Columbiana Clinic, P.C.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is _____

Shelby

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

October 5, 1983 - expires 2-3-84

Date

Don Siegelman

Don Siegelman

Secretary of State

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BOOK

State of Alabama

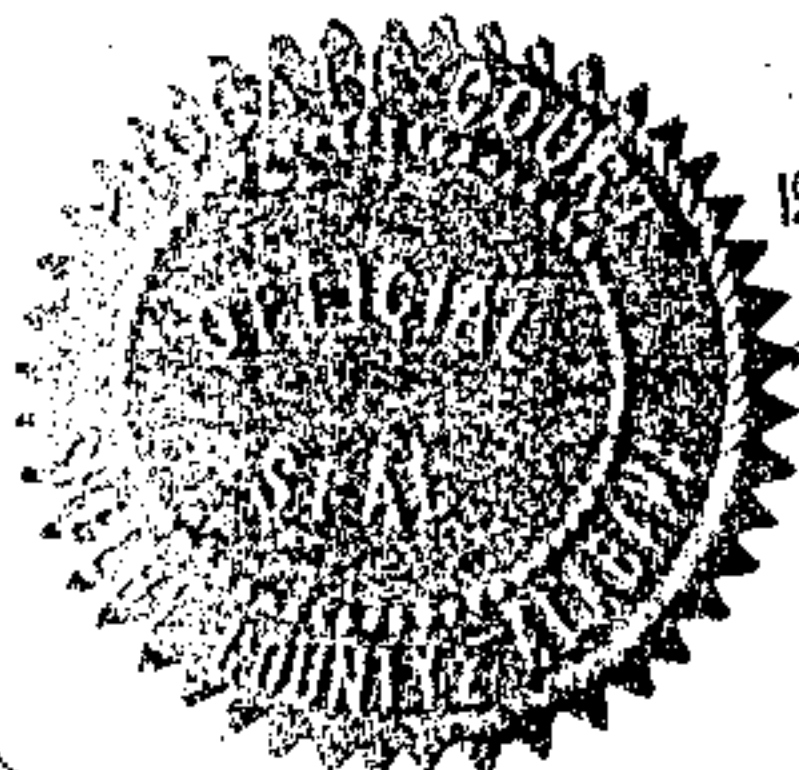
SHELBY

County

CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COLUMBIANA CLINIC, P.C.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDED AND RESTATED ARTICLES of INCORPORATION OF COLUMBIANA CLINIC, P.C., duly signed and verified pursuant to the provisions of Section 10-2A-111, 10-2A-116, 10-4-403 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 AMENDED AND RESTATED ARTICLES of INCORPORATION OF COLUMBIANA CLINIC, P.C., and attaches hereto a duplicate original of the Articles of AMENDED AND RESTATED ARTICLES OF INCORPORATION OF COLUMBIANA CLINIC, P.C.
GIVEN Under My Hand and Official Seal on this the 4th day of JANUARY, 1983



STATE OF ALA. SHELBY CO.
JUDGE OF PROBATE
THOMAS A. BROWDER, JR.

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Thomas A. Browder, Jr.

Judge of Probate

Rec. 2500
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