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ARTICLES OF INCORPORATION
OF

✓ ADVANTAGE TELEMARKETING SERVICES, INC.

The undersigned, acting as incorporator of Advantage Telemarketing Services, Inc., under the provisions of the Revised Alabama Business Corporation Act, Code of Alabama, 1975, (1980 Replacement Volume), Section 10-2A-1, et seq., adopt the following Articles of Incorporation for Advantage Telemarketing Services, Inc.,:

ARTICLE I

The name of the Corporation is Advantage Telemarketing Services, Inc., and the duration of Advantage Telemarketing Services, Inc., shall be perpetual.

ARTICLE II

The purpose or purposes for which Advantage Telemarketing Services, Inc., is organized are:

- 2.1 To engage generally in the business of telemarketing and to render such consulting services in a manner not inconsistent with the provisions of the Act or the statutes, rules or regulations governing the practice of such profession;
- 2.2 To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes and objects stated in this Article, and to do all things incidental to them or connected with them that are not forbidden by the Alabama law, by other laws or by these Articles of Incorporation;

ARTICLE III: CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) and the par value in dollars of each share shall be One Dollar (\$1). All of the authorized shares will be common stock, and none will be preferred or stock of a different class.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 1605 Indian Springs Lane, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is John P. Romeo.

✓ Advantage Telemarketing Serv.
1605 Indian Springs Lane
B.M.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of Shareholders or until a successor is elected and will qualify is:

John P. Romeo

1605 Indian Springs Lane
Birmingham, Alabama 35242

ARTICLE IV: INCORPORATOR

J. Tim Coyle

Four Metroplex Drive
Suite 202
Birmingham, Alabama 35259

ARTICLE VII: SPECIAL PROVISIONS

Provisions for the regulation of the internal affairs of Advantage Telemarketing Services, Inc., are:

- 7.1 Provisions for Reserves. The Board of Directors shall have the power, from time to time, by resolution to create reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve or reserves in the same manner. Earned surplus to the extent so reserved shall not be available for the payment of dividends or other distributions by the Corporation except as expressly permitted by the Act.
- 7.2 Transactions in Which Directors have an Interest. Any contract or other transaction between Advantage Telemarketing Services, Inc., and one or more of its Directors, or between Advantage Telemarketing Services, Inc., and any firm of which one or more of its Directors or members are employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the Director or directors at the meeting of the Board of Directors of Advantage Telemarketing Services, Inc., that acts upon, or in reference to, the contract or transaction, and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested Director or Directors may be counted in determining whether a quorum is present and be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that

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would otherwise be valid under the common and statutory law applicable to it.

7.3 Compensation of Directors. The Board of Directors are authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve Advantage Telemarketing Services, Inc., in any other capacity and receive compensation therefore in any form.

7.4 Right to Indemnification. Advantage Telemarketing Services, Inc., shall at the discretion of the Board of Directors, have the power to indemnify each person who shall serve as a Director, Officer, Employee, or Agent of the Corporation, or shall serve at the request of the Corporation in a similar capacity with another corporation, joint venture, trust or other enterprise, to the extent and in the matter to which the Corporation is granted the power to so indemnify such persons by any and every statute of the State of Alabama or act of the legislature of the State of Alabama.

7.5 Limitation of Liability. No person shall be liable to Advantage Telemarketing Services, Inc., for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as Director, Officer, or Employee of Advantage Telemarketing Services, Inc., in good faith, if this person:

a. Reliance upon financial information: Relied upon financial statements of Advantage Telemarketing Services, Inc., represented to him or her to be correct by the President or the Officer of Advantage Telemarketing Services, Inc., having charge of the books or account or statement of Advantage Telemarketing Services, Inc., in a written report by an independent, public, or certified public accountant, or firm of such accountants fairly to reflect the financial condition of Advantage Telemarketing Services, Inc., or consider the assets to be of their book value; or

b. Reliance upon counsel: Relied upon the advice of legal counsel for Advantage Telemarketing Services, Inc.

7.6 Surplus Earnings. Advantage Telemarketing Services, Inc., may use and apply its surplus earnings or accumulated profits to the purchase or acquisition of property, and to the purchase or acquisition of its own capital stock from time to time, to such extent and in such manner, and upon such terms as its Board of Directors shall determine; and neither the property nor the capital stock so purchased and acquired shall be regarded as profits for the purpose of declaration or payment

of dividends, unless otherwise determined by a majority by the Board of Directors.

7.7 Claims against Stock. Unless otherwise provided by the laws of the State of Alabama, Advantage Telemarketing Services, Inc., shall be entitled to treat the person in whose name any shares of its stock is registered as the owner thereof for all purposes, and shall not be required to recognize any equitable or other person, whether or not the corporation shall have notice thereof. Advantage Telemarketing Services, Inc., shall have notice thereof. Advantage Telemarketing Services, Inc., shall have a lien on the shares of its capital owned by any shareholder for any debt or liability incurred by such shareholder before a notice of transfer or levy on such shares. All persons who shall acquire stock in Marcia shall acquire its own subject to the terms of provisions of these Articles of Incorporation.

7.8 Stock Purchase Agreements. Marcia from time to time, may lawfully enter into any Agreement to which all of the holders of record of issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all of its capital stock, upon such terms and conditions as may be approved by the Board of Directors of Marcia provided that reference to such restrictions be stated upon each certificate representing such shares.

7.9 Confidentiality of Relations. The security of the confidential relationship between patients and the physicians shall not be affected by the existence of Advantage Telemarketing Services, Inc., but such confidential relationships shall remain inviolate to the same extent as though there were no Professional Corporation.

IN WITNESS WHEREOF, these Articles of Incorporation have been duly executed on the 8th day of May, 1970.

J. Tim Coyle
J. Tim Coyle

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned authority, personally appeared J. Tim Coyle, whose name is signed to the within Articles of Incorporation as incorporator of Advantage Telemarketing Services, Inc., and who acknowledged to me that he executed the same voluntarily on the day that same bears date.

Given under my hand and Official Seal of Office on this 8th day of May, 19 90.

Barbara Lawrence Hagwood
NOTARY PUBLIC

My Commission Expires: 8/13/90

(AFFIX SEAL)

THIS INSTRUMENT WAS PREPARED BY:

J. Tim Coyle, Esquire
John T. Mooresmith, P.C.
Four Metroplex Drive
Suite 202
Birmingham, Alabama 35259
(205) 871-3437

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Advantage Telemarketing Services, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Advantage Telemarketing Services, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Romeo, 1605 Indian Spring Lane, Birmingham, AL 35242 for a period of one hundred twenty days beginning April 11, 1990 and expiring August 10, 1990.



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 April 11, 1990.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY

County

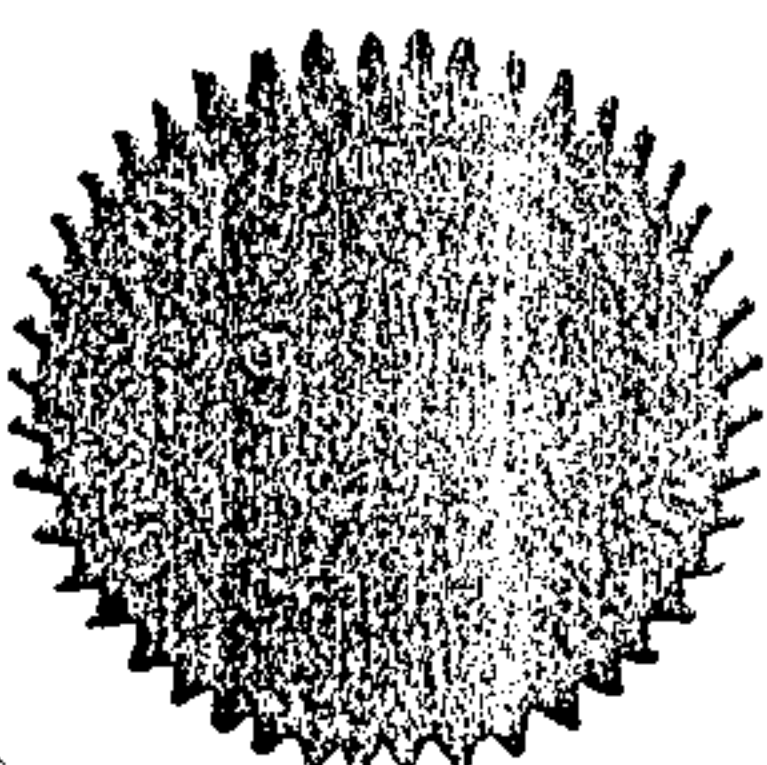
CERTIFICATE OF INCORPORATION OF

Advantage Telemarketing Services, 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 Advantage Telemarketing Services, 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 Advantage Telemarketing Services, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of May, 19 90.



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

90 MAY -9 PM 12: 53

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 35.00
Ind 3.00
38.00

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