

Articles of Incorporation
of
ELECTRONIC BILLING SERVICES, INC.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby
adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
ELECTRONIC BILLING SERVICES, INC.

Article II

Duration

The duration of the corporation is perpetual

Article III

Purposes

The corporation has been organized for the following purposes:

- 3.1 To engage in the business of providing medical claims processing services by electronic transmissions, by paper, or by any other means as determined by the corporation for health care providers, physicians, hospitals, medical professionals, medical practices, individuals, or other entities.
- 3.2 To provide billing services, to include but not be limited to, generating bills, transmitting the bills to the proper parties, collecting or attempting to collect these bills, provide the accounting services for these bills, and provide any and other billing services to health care providers, physicians, hospitals, medical professionals, medical practices, individuals, or other entities.
- 3.3 To act as agent, factor, broker, or otherwise, on commission or otherwise, to arrange for the financing and/or leasing of accounts receivables, equipment, real estate, or personal property for individuals, partnerships, corporations, associations, joint ventures, or other entities.
- 3.4 To provide financial, business practices, or other types of analysis and consulting services for a fee or other remuneration to health care providers, physicians, hospitals, medical professionals, medical practices, individuals, partnerships, corporations, associations, joint ventures, or other entities.

3.5 To transact any or all lawful business or businesses for which corporations may be incorporated under the Alabama Business Corporation Act.

3.6 The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Article IV

The number of shares which the corporation shall have the authority to issue is One Hundred Thousand (100,000) shares of common stock having a par value of One Cent (\$0.01) per share for a total authorized capital of One Thousand Dollars (\$1,000.00).

Article V

The location and mailing address of the initial registered office shall be 1155 Riverchase Parkway West, Birmingham, Alabama, and its registered agent at such address shall be Thomas F. Hall, II.

Article VI

Board of Directors

The names and addresses of the initial Board of Directors are:

Thomas F. Hall, II

1155 Riverchase Parkway West
Birmingham, Alabama

Janice C. Hall

1155 Riverchase Parkway West
Birmingham, Alabama

Article VII

The name and address of the incorporator is as follows:

Thomas F. Hall, II

1155 Riverchase Parkway West
Birmingham, Alabama

Article VIII

- 8.1 The corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment therefore, in whole or in part, in

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cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property, and/or real property 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.

8.2 No holder of any stock of this corporation shall be entitled as of right to purchase or subscribe for any part to the authorized but unissued stock of this corporation.

8.3 This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated in a separate and specific agreement and such agreement be noted upon each certificate representing such shares.

Article IX

Insofar as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person 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.

Article X

Any and every statute of the State of Alabama hereinafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the laws of the State of Alabama are increased, diminished or in any way effected, or whereby effect is given to the action taken by any part less than all of the shareholders of the corporation, shall apply to this corporation and to every shareholder thereof, to the same extent as if such statute had been enforced at the date of the making and filing of these Articles of Incorporation.

Article XI

The By-Laws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation and not inconsistent with any provisions of these Articles of Incorporation and not inconsistent with the laws of the State of Alabama. The initial By-Laws of the corporation shall be adopted by the shareholders. The By-Laws of the corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of the majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote there at, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The By-Laws may also be amended in the interim between shareholders meetings by a majority vote of the Board of Directors; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law establishing the number of directors, the number of directors

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constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders meetings, or what constitutes a quorum at such shareholders meetings.

Article XII

12.1 The corporation shall be governed by the Board of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board. In furtherance and not in limitation to the powers conferred by statute, the Board of Directors is expressly authorized to fix and determine and to vary the amount of working capital of the corporation; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the paid in capital stock. 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 authorities expressly conferred upon the directors by statute. No shareholder of the corporation shall have the power to bind the corporation within the scope of the corporation's activities merely by virtue of being a shareholder of the corporation.

12.2 Members of the Board of Directors need not be shareholders of the corporation.

Article XIII

- 13.1 The corporation reserves the right 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 directors, officers and shareholders herein are granted subject to this reservation.
- 13.2 The invalidity or unenforceability of any provision or any part of a provision of these Articles of Incorporation shall not in any way affect the remaining provisions hereof, which shall continue to be in full force and effect.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 10th day of July, 1991.

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Thomas F. Hall, II

STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Electronic Billing Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Tom Hall, 1155 Riverchase Parkway West, Birmingham, AL 35244 for a period of one hundred twenty days beginning July 1, 1991 and expiring October 30, 1991.

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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, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

ELECTRONIC BILLING 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 ELECTRONIC BILLING 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 ELECTRONIC BILLING SERVICES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of JULY, 19 91.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden, Jr.

Judge of Probate

91 JUL 12 PM 3:05

JUDGE OF PROBATE

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