

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

STRATEGIC MEDICAL SYSTEMS, INC.

Pursuant to the provisions of the Code of Alabama (1975), Sections 10-2A-113 and 10-2A-116, the undersigned Strategic Medical Systems, Inc., hereby adopts the following Amended and Restated Articles of Incorporation.

FIRST: The Amended and Restated Articles of Incorporation were adopted by the sole shareholder of the corporation on Dec 6, 1991, in the manner prescribed by the Alabama Business Corporation Act.

SECOND: The name of the Corporation is Strategic Medical Systems, Inc.

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STRATEGIC MEDICAL SYSTEMS, INC.

ARTICLE I

The name of the Corporation shall be Strategic Medical Systems, Inc.

ARTICLE II

The number of directors of the initial Board of Directors shall be one (1), and the name and address of the Director chosen for the first year, and until his successor(s) are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
R. Craig Fetner	2116 Aaron Road Helena, Alabama 35080

ARTICLE III

The objects and purposes for which the said Corporation is formed and the objects to be carried on and promoted by it are as follows:

(a) To develop and sell computerized medical information systems, both hardware and software.

(b) To transact any and all lawful business which corporations may conduct under the laws of the State of Alabama or any other state in which the Corporation may legally transact business.

(c) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county,

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Gordon, Lillian  
1400 Southcrest Tower  
Birmingham, AL 35203

body politic, state, territory, government or dependence thereof.

(d) To acquire, own, purchase, sell, exchange, lease, pledge, and mortgage real and personal property of every kind, including the Corporation's own capital stock and any securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof.

(e) To exercise every power and engage in every activity that may be necessary, appropriate, convenient and incidental to the foregoing enumerated purposes.

#### ARTICLE IV

The Corporation shall have and be invested with all rights and powers authorized by the laws and constitution of the State of Alabama, and shall have the right and power to do all things authorized by the laws of the State of Alabama as fully and to the extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

#### ARTICLE V

The address of the initial registered office of the Corporation shall be 2204 Lakeshore Drive, Suite 204, Birmingham, Alabama 35209, and the name of the initial registered agent at such address will be R. Craig Fetner.

#### ARTICLE VI

(a) The Corporation shall have authority to issue Ten Thousand Dollars (\$10,000.00) of capital stock, which shall be divided into ten thousand (10,000) shares of a par value of One and No/100 Dollars (\$1.00) per share. All such shares are of one class and are designated as common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further call or assessment of any other payment thereon.

(b) Every holder of the common stock of the Corporation shall have the preemptive right to purchase his proportion of the issuance of any class of stock, including treasury shares, according to the proportion of his holding of

common stock, at such price, which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors.

ARTICLE VII

The name and address of the sole incorporator are as follows:

<u>Name</u>	<u>Address</u>
R. Craig Fetner	2204 Lakeshore Drive, Suite 204 Birmingham, Alabama 35209

ARTICLE VIII

The Corporation shall have perpetual existence.

ARTICLE IX

(a) The business and affairs of the Corporation shall be managed by a Board of Directors which shall be invested with all the powers and privileges provided by the laws and constitution of the State of Alabama. In furtherance, and not in limitation of said powers, the Board of Directors is expressly authorized and empowered to establish bonus, profit sharing or other type of incentive or compensation plans for the employees (including officers and directors) of the Corporation, and to fix the amounts of profits to be distributed or shared, and to determine the persons to participate in any such plans and the amount of their respective participation.

(b) Any Director or any officer may be removed at any time in such manner as shall be provided in the By-Laws of the Corporation.

(c) No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratified such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:

(1) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) the fact of such relationship or interest is disclosed to the Stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(d) subject to any limitation in the By-Laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries, or other compensation for their services as such directors and to reimbursement for expenses incurred by them as such members. Nothing contained herein shall preclude any Director from serving the Corporation, or any subsidiary or affiliated Corporation, in any other capacity and receiving reasonable compensation therefor.

(e) The Stockholders and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of Alabama, outside of said state and at such place or places as may from time to time be designated by them.

(f) The Board of Directors may authorize the sale and issuance of any authorized, but unissued, capital or treasury stock to such persons, on such terms and for such consideration as the Board of Directors in its discretion deems proper, provided however, existing stockholders shall have preemptive rights to the purchase of said stock.

#### ARTICLE X

The Corporation and its stockholders are hereby authorized to enter into agreements restricting the sale, transfer, or encumbrance of the capital stock of the Corporation, or the voting rights relative thereto. Such agreement may be entered into by any of the stockholders or between themselves and may include the Corporation as a party thereto. A copy of any such agreement shall be

retained in the principal office of the Corporation in the State of Alabama and shall be available for inspection by any stockholder or his duly authorized agent or representative.

THIRD: The Amended and Restated Articles of Incorporation of Strategic Medical Systems, Inc. correctly set forth without change the corresponding provisions of the Articles of Incorporation as theretofore amended and the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

FOURTH: The number of shares of the corporation outstanding at the time of such adoption was 100; and the number of shares entitled to vote thereon was 100.

FIFTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of shares</u>
Common	100

SIXTH: The number of shares voted for such amendment was 100; and the number of shares voted against such amendment was 0.

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DATED: Dec 6, 1991.

STRATEGIC MEDICAL SYSTEMS, INC.

BY R. Craig Fetner  
Its President

BY Jennifer D. Fetner  
Its Secretary

STATE OF ALABAMA  
JEFFERSON COUNTY

I, Kathy Jo Jones, a Notary Public, do hereby certify that on this 6th day of December 1991, personally appeared before me, R. Craig Fetner, who, being by me first duly sworn, declared that he is the President of Strategic Medical Systems, Inc. whose name is signed the foregoing document as President of the corporation, and that the statements therein are true and correct.

Kathy Jo Jones  
Notary Public

MY COMMISSION EXPIRES NOVEMBER 10, 1994

STATE OF ALABAMA  
JEFFERSON COUNTY

I, Kathy Jones, a Notary Public, do hereby certify that on this <sup>6th</sup> day of December, 1999, personally appeared before me, Jennifer D. Fetner who, being by me first duly sworn, declared that she is the Secretary of Strategic Medical Systems, Inc., that she signed the foregoing document as Secretary of the Corporation, and that the statements therein are true and correct.

Kathy Jones  
Notary Public

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# State of Alabama

SHELBY

# County

CERTIFICATE OF Amended & Restated Articles of Incorporation

OF

Strategic Medical Systems, Inc.

The undersigned, as Judge of Probate of shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of ~~Amended & restated Attieles~~ of Strategic Medical Systems, Inc. Incorporation, duly signed and verified pursuant to the provisions of Section 2-A-113 10A-116 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 & restated Articles~~ of Strategic Medical Systems, Inc. of Incorporation hereto a duplicate original of the Articles of ~~Amended & Restated Articles of Incorporation~~

GIVEN Under My Hand and Official Seal on this the 9th day of December, 1991

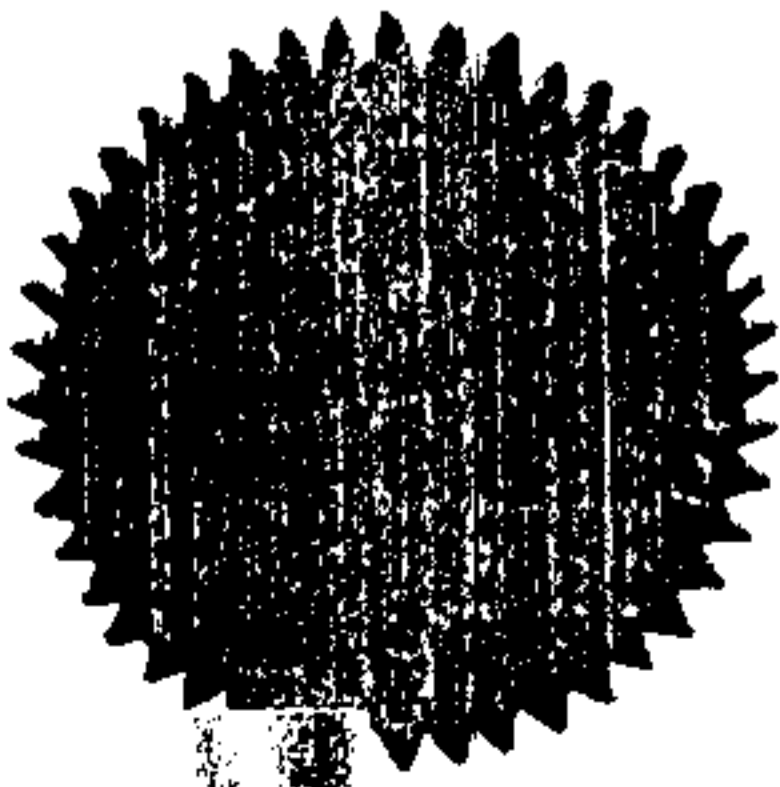
STATE OF ALA. SHELBY CO.  
I CERTIFY THIS INSTRUMENT WAS FILED

91 DEC -9 PM 12:00

Judge of Probate

*Thomas A. Snowden, Jr.*

Judge of Probate



Recd 25.00  
Jud 3.00  
28.00

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