

ARTICLES OF INCORPORATION

OF

✓ C & H MEDICAL SUPPORT SYSTEMS, INC.

For the purpose of forming a corporation under the Alabama Business Corporation Act, the undersigned incorporator does hereby sign and adopt the following Articles of Incorporation for such corporation (hereinafter called the "Corporation").

ARTICLE I.

NAME

1.1 The name of the Corporation is C & H Medical Support Systems, Inc.

ARTICLE II.

PERIOD OF DURATION

2.1 The period of duration of the Corporation is perpetual.

ARTICLE III.

PURPOSES

3.1 The purpose or purposes for which the Corporation is organized are:

(a) To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

(b) Without limiting the scope and generality of the foregoing, to provide administrative support services to physicians, chiropractors and other medical and health care providers, and to engage in any act or activity in any way related or incident to any of the foregoing.

Inst. # 1993-00111

01/04/1993-00111
01:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
DOB WCD 88.00

ARTICLE IV.

CAPITAL STOCK

4.1 The aggregate number of shares of capital stock which the Corporation shall have authority to issue is five thousand (5,000) shares of common stock of the par value of one dollar (\$1.00) per share. No shareholder shall have a preemptive right to purchase shares of any class of capital stock of the Corporation, including treasury shares.

4.2 The Corporation shall have the right and power 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 and capital surplus available therefor.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Corporation is 4509 Valleydale Road, Suite 10, Birmingham, Alabama 35242.

5.2 The name of the Corporation's initial registered agent at such address is Henry Eugene Cash.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

6.1 The number of directors constituting the initial board of directors is two.

6.2 The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Henry Eugene Cash	5329 Cottage Circle Birmingham, Alabama 35242
William Henry Huth	3156 Bradford Place Birmingham, Alabama 35242

ARTICLE VII.

INCORPORATOR

7.1 The name and address of the incorporator is:

NAME

ADDRESS

C. Henry Marston

Walston, Stabler, Wells,
Anderson & Bains
Financial Center
505 20th Street North,
Suite 500
Birmingham, Alabama 35203

ARTICLE VIII.

INDEMNIFICATION

8.1 (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by

reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Section.

(f) The indemnification provided by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

ARTICLE IX.

AMENDMENT

9.1 The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

IN TESTIMONY WHEREOF, witness the hand of the undersigned incorporator on this the 4th day of January, 1993.



C. Henry Marston

This instrument prepared by:

C. Henry Marston
Walston, Stabler, Wells,
Anderson & Bains
Financial Center
505 20th Street North, Suite 500
Birmingham, Alabama 35203
(205/251-9600)

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:

C&H Medical Support Systems, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Henry Marston, PO Box 830642, Birmingham, AL 35283 for a period of one hundred twenty days beginning November 6, 1992 and expiring March 7, 1993.



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.

November 6, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

C & H MEDICAL SUPPORT SYSTEMS, 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 C & H MEDICAL SUPPORT SYSTEMS, 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 C & H MEDICAL SUPPORT SYSTEMS, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 4th day of

JANUARY, 19 93


Judge of Probate

Inst # 1993-00111

01/04/1993-00111

01:03 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

008 MCD

88.00