

ARTICLES OF INCORPORATION
OF
HEALTH SOLUTIONS, INC.

STATE OF ALABAMA)
JEFFERSON COUNTY)

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is HEALTH SOLUTIONS, INC..

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to resolve health-related problems and to engage in any similar enterprise and lawful business or activities related to the stated purpose and to engage any lawful act or activity for which corporations may be organized under the Alabama Business Act.

ARTICLE FOUR

The street address of the initial registered office of the

Corporation is: 536 Castle Bridge Lane, Birmingham, AL 35242.

(a) The initial registered agent at that address is: Neal Packard.

ARTICLE FIVE

The total number of shares that the Corporation has authority to issue is 1000, all of which shall be common shares with par value of \$1.00 per share.

ARTICLE SIX

No holder of shares of any class of capital stock of this Corporation shall, as a shareholder, have preemptive rights in, or to purchase or subscribe to, any shares of stock of this Corporation. Nor shall any shareholder of this Corporation have preemptive rights in, or to purchase or subscribe to, any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares of stock of this Corporation. Provided, however, that any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the Board of Directors or shareholders on other terms and conditions fixed or designated by the Board of Directors or the shareholders.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Seven. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Neal Packard

536 Castle Bridge Lane
Birmingham, AL 35242

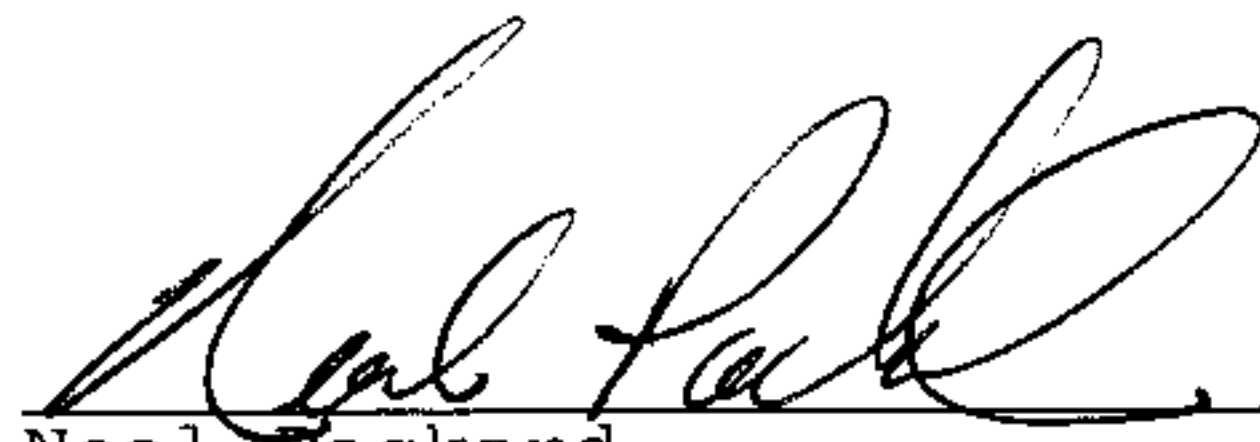
ARTICLE EIGHT

The name and address of the sole incorporator is:

✓ Neal Packard
President

✓ 536 Castle Bridge Lane
Birmingham, AL 35242

WE, THE UNDERSIGNED, have hereto subscribed our names to these Articles of Incorporation this 10 day of April, 1996.

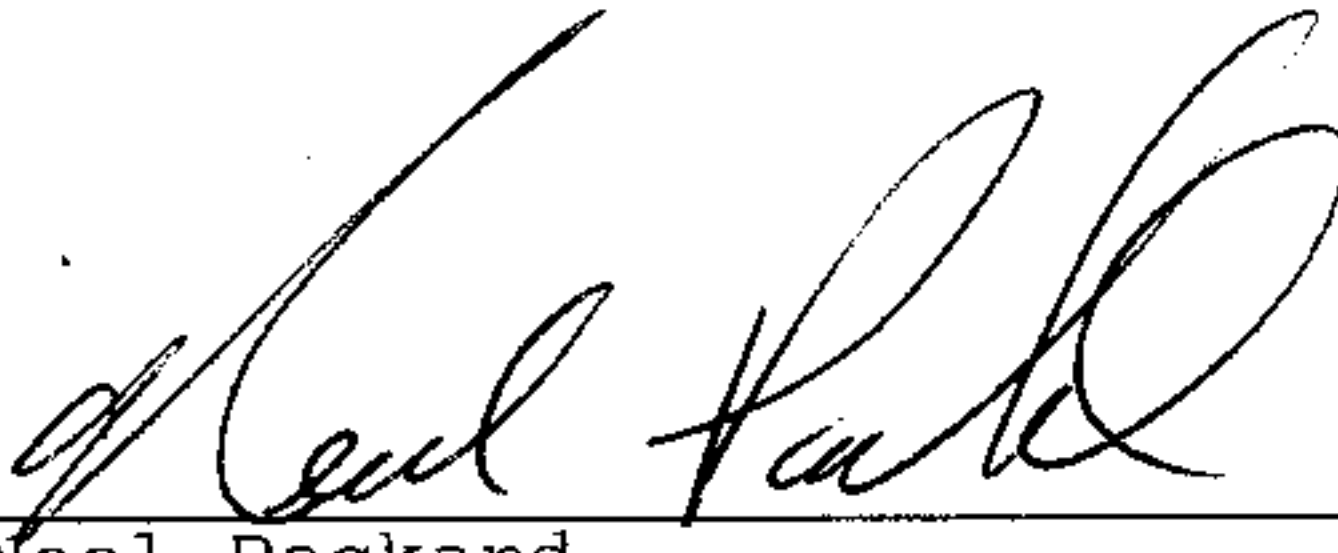


Neal Packard
President

This instrument was prepared by KIZER, BENNITT & GONZALEZ, whose address is 6th Floor, New South Federal Savings Building, 215 North 21st Street, Birmingham, AL 35203.

SUBSCRIPTION FOR
SECTION 1244 STOCK

The undersigned hereby subscribes for One Thousand (1000) shares of the common stock at One Dollar (\$1.00) par value of HEALTH SOLUTIONS, INC., an Alabama Corporation, issued pursuant to a plan qualifying under Section 1244 of the Internal Revenue Code of 1954, as amended, and agree to pay One Thousand and No/100 Dollars (\$1,000.00) in cash or in kind for such shares on or before the ____ day of April 10, 1995. Upon receipt of full payment, a certificate for such shares of stock shall be issued to the undersigned as fully paid and non-assessable. This the 10 day of April, 1995.

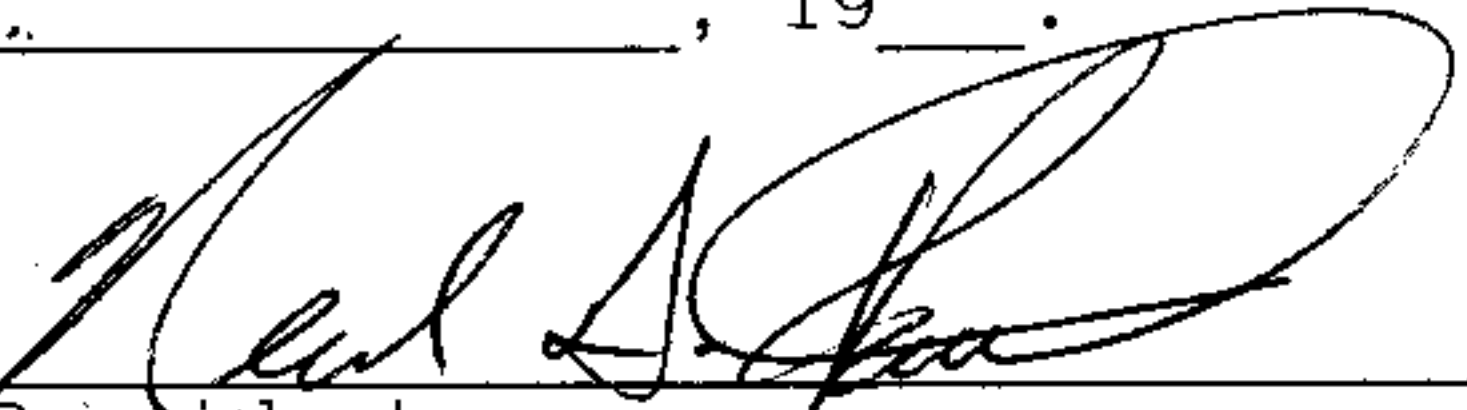


Neal Packard
President

WITNESS:

Judith Ann Lawson

The foregoing subscription is hereby approved and accepted.
This the ____ day of _____, 19__.



President

ATTEST:

BY:

Judith Ann Lawson
MY COMMISSION EXPIRES FEB. 17, 1998

STATE OF ALABAMA

I, Jim Bennett, 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:

Health Solutions, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Jeffrey Bennitt, 215 N 21st St 6th Floor, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 13, 1994 and expiring April 13, 1995.



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.

December 13, 1994

Date

Jim Bennett

Secretary of State

Inst # 1995-09211

04/10/1995-09211
01:55 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 90.00