

ARTICLES OF INCORPORATION

of

CMO COUNSELING, INC.

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, Ala. Code § 10-2A-1 et seq (1975), as amended (Supp. 1995), adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is CMO Counseling, Inc.

ARTICLE II

The purposes for which the Corporation is organized are:

- (a) to provide professional counseling services; and
- (b) to conduct any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE III

The Corporation shall have one class of stock which is common stock. The total authorized stock is 1,000 common shares of \$1.00 par value share.

ARTICLE IV

Any action required or permitted by the Alabama Business Corporation Act may be taken at a meeting or with the written consent of all shareholders entitled to vote with respect to the subject matter. Such consent shall have the same effect as a unanimous vote of the shareholders.

ARTICLE V

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who shall serve as Director until the first annual meeting of shareholders or until the successor is elected and qualified is:

Carol M. O'Neill
2540 Valleydale Road
Birmingham, AL 35244
Inst # 1996-09721

03/26/1996-09721
09:28 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 90.00

Inst # 1996-09721

ARTICLE VI

The address of the initial registered office is 2540 Valleydale Road, Birmingham, Alabama 35242, and the name of the initial registered agent at such address is Carol M. O'Neill.

ARTICLE VII

The name of address of the Incorporator is Carol M. O'Neill, 2540 Valleydale Road, Birmingham, Alabama 35242.

ARTICLE VIII

The term of existence of the Corporation shall be perpetual.

ARTICLE IX

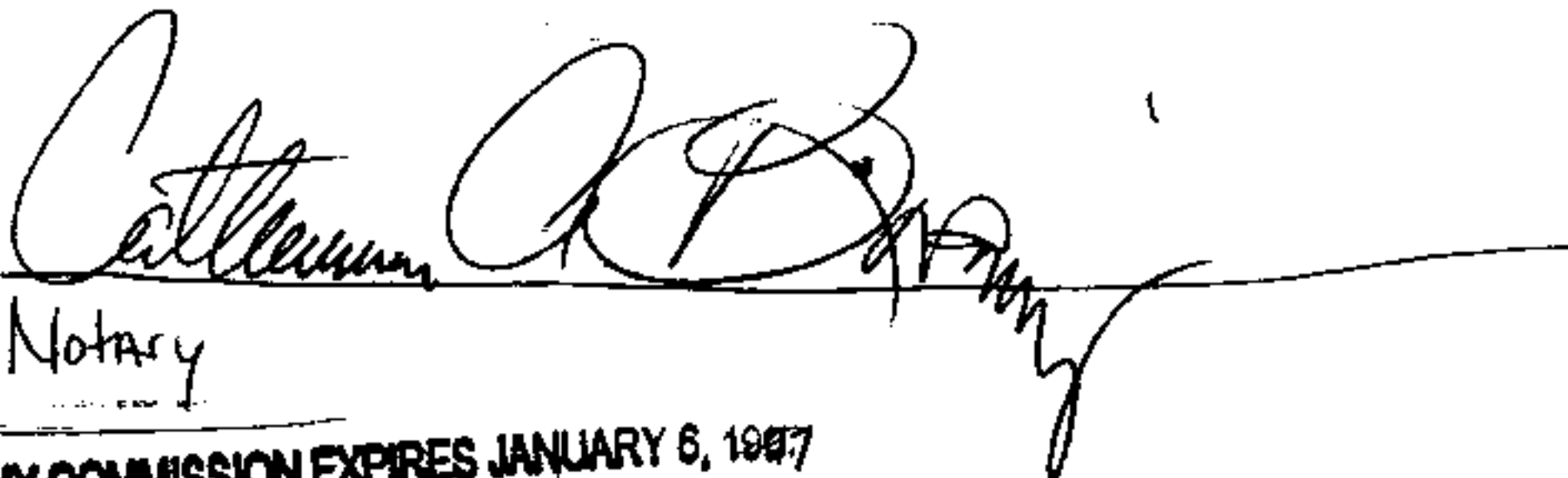
The effective date of Incorporation shall be March 26, 1996.

IN WITNESS WHEREOF, the undersigned, the Incorporator of the above-named Corporation has hereunto signed these Articles of Incorporation on this 26th day of March, 1996.

Carol M. O'Neill
Name

2540 Valleydale Road
Address

Birmingham, AL 35242


Notary
MY COMMISSION EXPIRES JANUARY 6, 1997

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 10-2B-4.02, 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:

CMO Counseling, Inc.

This domestic corporation name is proposed to be incorporated in ^{Shelby} ~~Jefferson~~ County and is for the exclusive use of Robert O'Neill, 1200 First Alabama Bank Building, Birmingham, AL 35203 for a period of one hundred twenty days beginning March 21, 1996 and expiring July 20, 1996.

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.

March 21, 1996

Date



Jim Bennett

Secretary of State



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