

**ARTICLES OF INCORPORATION
OF
THOMPSON MEDICAL, INC.**

I, the undersigned, being a resident citizen of Shelby County, Alabama, over the age of twenty-one (21) years, in order to form a corporation for the purposes stated below under the laws of the State of Alabama, adopt the following Articles of Incorporation:

Article One. Name. The name of the corporation is Thompson Medical, Inc., and its assumed name is "TMI."

Article Two. Capitalization. The total number of shares which the corporation is authorized to issue is one thousand (1,000), all of which shall be in a single class of common shares and all of which shall be without par value. The transfer of the shares of the corporation may be restricted by the By-Laws of the corporation; however, the preemptive rights of shareholders to acquire additional shares shall be neither limited nor denied.

No shares have been issued as of the date of these Articles of Incorporation. The total number of shares proposed to be issued initially is twenty-five (25), and the total consideration to be received for those shares is Two Hundred Fifty Dollars (\$250.00).

This Article Two can be amended only by a vote or written consent of the holders of at least seventy-five percent (75%) of the outstanding shares.

Article Three. Registered Office and Registered Agent. The address of the corporation's initial registered office and initial principal place of business is Suite 100, 3664 Shandwick Place, Birmingham, Shelby County, Alabama 35242, and the name of the corporation's initial registered agent at such address is Patricia L. Thompson.

Article Four. Incorporator. The name and post office address of the incorporator is:

Jeffrey A. Thompson
Suite 100
3664 Shandwick Place
Birmingham, Alabama 35242

Article Five. Directors. The number of directors constituting the initial Board of Directors of the corporation is two (2).

The names and addresses of those persons, each of whom shall serve as a director until the first annual meeting of shareholders or until his or her successor is elected and qualified, are as follows:

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Jeffrey A. Thompson

Suite 100
3664 Shandwick Place
Birmingham, Alabama 35242

Patricia L. Thompson

Suite 100
3665 Shandwick Place
Birmingham, Alabama 35242

Article Six. Purposes and Powers. The purposes for which the corporation is organized are as follows:

- (1) To sue and be sued, complain, and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will and to use it, or a facsimile of it, by impressing or affixing it or in any manner reproducing it;
- (3) To make and amend by-laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Alabama, for managing the business and regulating the affairs of the corporation;
- (4) To purchase, receive, lease, or otherwise acquire and own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located, including, but not limited to, medical and medical-related equipment, tools, devices, and supplies;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property, including, but not limited to, medical and medical-related equipment, tools, devices, and supplies;
- (6) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income and, without limiting the generality of the foregoing:
 - (a) To make contracts of guarantee and suretyship and indemnity agreements which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and

(b) To make contracts of guarantee and suretyship and indemnity agreements which are necessary or convenient to the conduct, promotion, or attainment of the business of

(i) An entity which is wholly owned, directly or indirectly, by the contracting corporation, or

(ii) A person who owns, directly or indirectly, all of the outstanding stock of the contracting corporation, or

(iii) An entity which is wholly owned, directly or indirectly, by a person who owns, directly or indirectly, all of the outstanding stock of the corporation;

(8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(9) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(10) To conduct its business, locate offices, and exercise the powers granted by the laws of the State of Alabama within and without the State of Alabama;

(11) To elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and, where approved by the Board of Directors, lend them money and credit;

(12) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(14) To transact any lawful business that will aid governmental policy; and

(15) To make payments or donations, or do any other act, not inconsistent with law, which furthers the business and affairs of the corporation.

The above and foregoing statement of purposes and powers shall be construed as a statement of both purposes and powers shall be liberally construed in aid of the powers of the corporation. The powers and purposes set forth in each clause, except where otherwise stated, shall not be limited or restricted by any term or provision of any other clause and shall be regarded not only as independent powers and purposes, but shall be construed distributively as each object expressed. The enumeration as to specific powers shall not be construed as to limit in any manner the corporation's general powers, but are in furtherance of and in addition to, and not in limitation of, the corporation's general powers.

Article Seven. Duration. The period of the corporation's duration is perpetual.

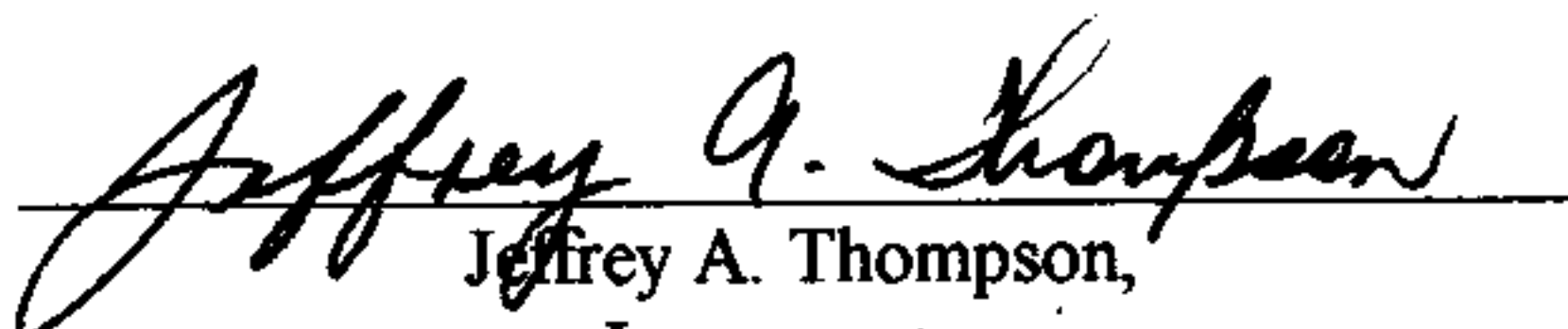
Article Eight. By-Laws. The right to adopt the initial By-Laws of the corporation is reserved to the shareholders of the corporation.

Article Nine. Management of the Corporation. Subject to the By-Laws of the corporation, the day-to-day management of the business, and the day-to-day regulation of the affairs, of the corporation shall be carried out by the duly elected and qualified officers of the corporation.

Article Ten. Limitation of Liability. The liability of a director, officer, employee, or agent to the corporation or to its shareholders for money damages for any action taken, or for any failure to take any action, as a director, officer, employee, or agent shall be limited or eliminated as specified by the By-Laws of the corporation; provided, however, that any such limitation or elimination shall not extend to liability for (1) the amount of a financial benefit received by a director, officer, employee, or agent to which he or she is not entitled, (2) an intentional infliction of harm on the corporation or the shareholders of the corporation, (3) a violation of Section 10-2B-8.33, Code of Alabama (1975), (4) an intentional violation of criminal law, or (5) a breach of any duty of loyalty to the corporation or to its shareholders.

Article Eleven. Amendment. Nothing contained in these Articles of Incorporation shall preclude the corporation from amending, modifying, or otherwise revising its Articles of Incorporation from time-to-time as provided for by law.

IN WITNESS WHEREOF, the undersigned has executed the above and foregoing Articles of Incorporation on, or as of, the first day of June, 1996, at Birmingham, Shelby County, Alabama, and the undersigned hereby declares, under penalty of perjury, that the statements made in the above and foregoing Articles of Incorporation are true and correct to the best of his knowledge, information, and belief.


Jeffrey A. Thompson,
Incorporator

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:

Thompson Medical, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Gene Tomlin, 3664 Shandwick Place ste 100, Birmingham, AL 35242 for a period of one hundred twenty days beginning May 29, 1996 and expiring September 27, 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.

May 29, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State

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