

STATE OF ALABAMA)

SHELBY COUNTY)

**ARTICLES OF ORGANIZATION
OF
MEDI-DENT REIMBURSEMENT PROFESSIONALS, L.L.C.**

We the undersigned, desiring to form a Limited Liability Company pursuant to the laws of the State of Alabama, certify as follows:

1. The name of the Limited Liability Company is **MEDI-DENT REIMBURSEMENT PROFESSIONALS, L.L.C.**

2. The existence of the Limited Liability Company shall commence on the date of the filing of the Articles of Organization in the Office of the Judge of Probate of Shelby County, Alabama, and shall continue in perpetuity, provided however, that the Limited Liability Company shall be dissolved prior to such date (a) upon the written consent of all of the Members; (b) as provided in the Operating Agreement; or (c) as may be required by the Alabama Limited Liability Company Act.

3. The purpose for which this Limited Liability Company is organized is:

(a) The providing of services for medical service providers in the area of electronic insurance filing and account management, and other related business.

(b) To engage in the transaction of any or all other lawful business for which Limited Liability Companies may be organized under the laws of the State of Alabama.

4. The location and mailing address of the initial registered office shall be:

499 Hillandell Drive
Birmingham, Alabama 35244

The name of the initial Registered Agent at said address shall be:

MARCIA E. GIORDANO

5. The names and mailing addresses of the initial Members in the Limited Liability Company are as follows:

01/17/1997-01802
08:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 80.00

Inst # 1997-01802

NAME**MAILING ADDRESS**

MARCIA E. GIORDANO

499 Hillandell Drive
Birmingham, AL 35244

HELEN C. GNANN

200 Erwin Circle
Birmingham, AL 35216

6. The Members of the Limited Liability Company shall have the right to admit additional Members to the Limited Liability Company upon the unanimous consent of all the Members of the Limited Liability Company.

7. The Members of the Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member of the Limited Liability Company if (i) there are at least two remaining Members or at least one remaining Member and a new Member is admitted; and (ii) the legal existence and business of the Limited Liability Company is continued by a written consent of all the remaining Members within ninety (90) days after the occurrence of the event of dissociation.

8. The Limited Liability Company shall be managed by a manager who shall serve as manager until the first annual meeting of the Members of the Limited Liability Company or until their successor is elected and qualified. The name and mailing address of the manager is as follows:

NAME**MAILING ADDRESS**

MARCIA E. GIORDANO

499 Hillandell Drive
Birmingham, AL 35244

IN WITNESS WHEREOF, the undersigned have affixed their hands and seals on this the 17 day of JANUARY, 1997.

Inst # 1997-01802


MARCIA E. GIORDANO
HELEN C. GNANN

01/17/1997-01802
08:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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