

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KHALAF MEDICAL, INC.**

Pursuant to the provisions of Section 10-2A-113 of the Code of Alabama, the undersigned corporation adopts the following Article of Amendment to it's Articles of Incorporation:

FIRST: The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on the 11th day of July, 1997 in the manner prescribed by the Alabama Business Corporation Act:

That Section 2 of the Articles of Incorporation shall be amended as follows:

2.. The objects and purposes for which the corporation is formed are:

To engage in business for the following purposes:

(a) To engage in the purchasing and owning of medical clinics and to hire doctors to run them , to include owning, holding leasing, and renting such properties and any other action necessary to accomplish said purpose.

(b) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(c) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or

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description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

(e) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by products derived therefrom.

(f) To subscribe for , acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama. or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, in any, on such rights now or hereafter provided by the laws of Alabama.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government,

governmental subdivision, or body politic.

(h) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay the same in cash, the stock or other securities of the corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient and about the conduct and management of any such business.

(i) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgages, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(j) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(k) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, and of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common stock or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation as treasury

shares, unless prior to acquisition of any such shares, the board of directors of the corporation(or any committee authorized to exercise that powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(l) To act as agent, jobber, broker or attorney-in-fact- in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans and all interest in and claims affecting the same.

(m) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, share, transfer and reissue and thereof.

(n) To enter into any plan or project for the assistance and welfare of its employees.

(o) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partnership, joint venture, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(p) To have one or more offices to carry on all its operations and business

without restriction or limit as to amount, in any state, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(q) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principle of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidence of indebtedness, or performance of any contract, lease construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, and transaction in which this corporation shall receive any lawful consideration, advantage or benefit, or any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement,

guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

(r) To carry on any business in connection with the forgoing.

(s) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principle, factor, agent, contractor, or otherwise either alone or in conduction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers and engage in the transaction of any and all lawful business to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this cooperation under the Alabama Business Corporation Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purpose of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the cooperation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that the

trust company, or the business of insurance in any of its branches.

The following Director and Stockholder of KHALAF MEDICAL, INC. does
unanimously agree to and adopt the foregoing amendment.

WITNESS:

Terese C. Bell
01-15-98

Director and Stockholder

Dated

BY

[Signature]
It's President

BY

[Signature]
It's Secretary

STATE OF ALABAMA}
JEFFERSON COUNTY}

ACKNOWLEDGEMENT

Before me, the undersigned, a Notary Public in and for said County and State
personally appeared OMAR H. KHALAF MD. who is known to me and
who after having read the above, swore that the statements contained therein are true and
correct and signed same in my presence.

Sworn to and subscribed before me this the 15th day of January,
~~1997~~. 1998

[Signature]
Notary Public

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