

ARTICLES OF INCORPORATION

OF

INTEGRATED BENEFIT SOUTH, INC.

THE UNDERSIGNED, acting as incorporator, desiring to form a corporation pursuant to the Alabama Business Corporation Act and the general corporation laws of the State of Alabama, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be Integrated Benefit South, Inc.

ARTICLE II

The number of directors of the initial Board of Directors shall be two (2), and the names and addresses of the Directors chosen for the first year, and until his successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Alan G. Lancaster	1046 Watersedge Circle Birmingham, Alabama 35242
William H. Rowe, Jr.	3607 Guyton Ridge Drive Birmingham, Alabama 35244

ARTICLE III

The objects and purposes for which the said Corporation is formed and the objects to be carried on and promoted by it are as follows:

(a) To transact any and all lawful business which corporations may conduct under the laws of the State of Alabama or any other state in which the Corporation may legally transact business.

(b) To enter into, make and perform contracts of every kind for any

lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or dependence thereof.

(c) To acquire, own, purchase, sell, exchange, lease, pledge, and mortgage real and personal property of every kind, including the Corporation's own capital stock and any securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof.

(d) To exercise every power and engage in every activity that may be necessary, appropriate, convenient and incidental to the foregoing enumerated purposes.

#### ARTICLE IV

The Corporation shall have and be vested with all rights and powers authorized by the laws and constitution of the State of Alabama, and shall have the right and power to do all things authorized by the laws of the State of Alabama as fully and to the extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

#### ARTICLE V

The address of the initial registered office of the Corporation shall be 10 Inverness Center Parkway, Suite 610, Birmingham, Alabama 35242, and the name of the initial registered agent at such address will be William H. Rowe, Jr.

#### ARTICLE VI

The Corporation shall have authority to issue Ten Thousand Dollars (\$10,000.00) of capital stock, which shall be divided into ten thousand (10,000) shares of a par value of One and No/100 Dollars (\$1.00) per share. All such shares are of one class and are designated as common stock. Any and

all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further call or assessment of any other payment thereon.

#### ARTICLE VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
William H. Rowe, Jr.	10 Inverness Center Parkway, Suite 610 Birmingham, Alabama 35244

#### ARTICLE VIII

The Corporation shall have perpetual existence.

#### ARTICLE IX

(a) The business and affairs of the Corporation shall be managed by a Board of Directors which shall be invested with all the powers and privileges provided by the laws and constitution of the State of Alabama. In furtherance, and not in limitation of said powers, the Board of Directors is expressly authorized and empowered to establish bonus, profit sharing or other type of incentive or compensation plans for the employees (including officers and directors) of the Corporation, and to fix the amounts of profits to be distributed or shared, and to determine the persons to participate in any such plans and the amount of their respective participation.

(b) Any Director or any officer may be removed at any time in such manner as shall be provided in the By-Laws of the Corporation.

(c) No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association or entity in

which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratified such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:

(1) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) the fact of such relationship or interest is disclosed to the Stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

(d) Subject to any limitation in the By-Laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries, or other compensation for their services as such directors and to reimbursement for expenses incurred by them as such members. Nothing contained herein shall preclude any Director from serving the Corporation, or any subsidiary or affiliated Corporation, in any other capacity and receiving reasonable compensation therefor.

(e) The Stockholders and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of Alabama, outside of said state and at such place or places as may from time to

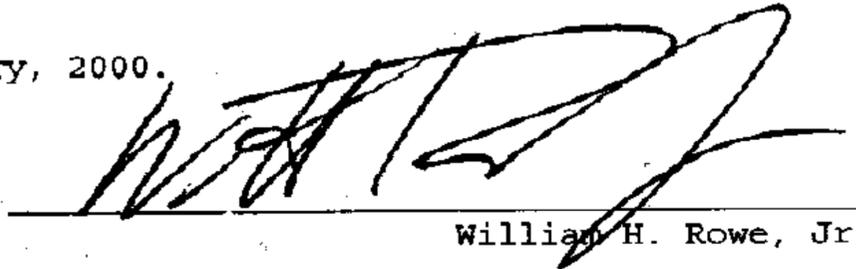
time be designated by them.

(f) The Board of Directors may authorize the sale and issuance of any authorized, but unissued, capital or treasury stock to such persons, on such terms and for such consideration as the Board of Directors in its discretion deems proper.

ARTICLE X

The Corporation and its Stockholders are hereby authorized to enter into agreements restricting the sale, transfer, or encumbrance of the capital stock of the Corporation, or the voting rights relative thereto. Such agreement may be entered into by any of the Stockholders or between themselves and may include the Corporation as a party thereto. A copy of any such agreement shall be retained in the principal office of the Corporation in the State of Alabama and shall be available for inspection by any Stockholder or his duly authorized agent or representative.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly set my hand and seal on this the 15 day of January, 2000.

  
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William H. Rowe, Jr.

# 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:

Integrated Benefit South, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Rowe, 10 Inverness Center Pkwy, Birmingham, AL 35242 for a period of one hundred twenty days beginning December 14, 1999 and expiring April 13, 2000.

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 14, 1999

Date

*Jim Bennett*

Jim Bennett

Secretary of State

Inst # 2000-00574

01/06/2000-00574  
08:14 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 CJ1 90.00