

**ARTICLES OF ORGANIZATION
OF
ORTHOHEALTH, LLC**

Pursuant to the provisions of Sections 10-12-1, *et seq.* of the Code of Alabama (1975), the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

Inst # 2000-02593

ARTICLE I

Name

The name of the limited liability company is OrthoHealth, LLC (the "Company").

ARTICLE II

Duration

The Company shall have perpetual duration unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act") or the Company Operating Agreement.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

- (a) To own and operate health and wellness, diagnostic, orthopedic, physician and other medical facilities, and to provide facilities, services, administrative support and ancillary services to physicians, physical therapists and health and wellness facilities;
- (b) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (c) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and
- (d) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 836 Greystone Highlands Drive, Birmingham, Alabama 35242, and its registered agent at such address shall be Mike Eskridge.

ARTICLE V

Initial Members

The names and addresses of the initial Members are:

Mike Eskridge
836 Greystone Highlands Drive
Birmingham, AL 35242

Ethan White
212 Peerless Avenue
Homewood, AL 35242

William McDonald
158 Lucerne Blvd.
Birmingham, AL 35209

Kimberly Fagan
4309 Clairmont Avenue
Birmingham, AL 35222

ARTICLE VI

Organizer

The name and address of the Organizer is:

Wendy L. Cornett
3100 SouthTrust Tower
420 North Twentieth Street
Birmingham, Alabama 35203

ARTICLE VII

Admission of Additional Members

Additional Members may be admitted in accordance with the terms of the Operating Agreement of the Company, which it is contemplated will authorize the Manager to admit additional Members upon the majority consent of all Members of the Company and the additional Member's execution of an Admission Agreement.

ARTICLE VIII

Cessation of Membership Not to Cause Dissolution

The cessation of membership of one (1) or more member will not result in the dissolution of the Company.

ARTICLE IX

Manager(s)

The business and affairs of the Company shall be managed by three (3) Managers. The names and addresses of the initial Managers of the Company, and who shall serve until their respective successors are elected and shall begin serving are:

Mike Eskridge
836 Greystone Highlands Drive
Birmingham, AL 35242

Kimberly Fagan
4309 Clairmont Avenue
Birmingham, AL 35222

Ethan White
212 Peerless Avenue
Homewood, AL 35242

IN WITNESS WHEREOF, these Articles of Organization have been subscribed as of the 24th day of January, 2000, by the undersigned Organizer, who affirms that the statements made herein are true under the penalties of perjury.

ORGANIZER:


Wendy L. Cornett

This document prepared by:
Wendy L. Cornett, Esq.
Burr & Forman LLP
P.O. Box 830719
Birmingham, Alabama 35283-0719
205/251-3000

Inst # 2000-02593

01/25/2000-02593

02:36 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

003 CJ1 80.00