

This Instrument Prepared by:
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Birmingham, AL 35203-2618

Inst # 2002-1513

04/01/2002-15132
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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLES OF INCORPORATION
OF
LAURI M. WILLIAMS, D.M.D, P.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned Lauri M. Williams, D.M.D, acting as incorporator of a professional corporation under Article 19 of Title 10, Chapter 4 of the Alabama Code 1975 (the "Revised Alabama Professional Corporation Act"), hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: Lauri M. Williams, D.M.D., P.C.

ARTICLE II

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To own and operate a practice of dentistry.
2. To transact any and all lawful business for which professional corporations

may be incorporated under the Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act, as such Act may be amended from time to time.

3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation 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 corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be 2602 Mesquite Circle, Pelham, Alabama 35124, and the corporation's initial registered agent at such address shall be Lauri M. Williams, D.M.D.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 10,000 shares of common stock, all of the same class, of One Dollar (\$1.00) par value.

ARTICLE V

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is one (1), and the name and address of the person who is to serve as the director until the first annual meeting of the shareholders or until his successor or successors are elected and qualified are as follows:

Lauri M. Williams, D.M.D.
2602 Mesquite Circle
Birmingham, Alabama 35124

ARTICLE VI

STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor.

ARTICLE VII

LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section;

(iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, Revised Alabama Professional Corporation Act or any successor statutes thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by such acts, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator are as follows:

Lauri M. Williams, D.M.D.
2602 Mesquite Circle
Birmingham, Alabama 35124

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26th day of March, 2002.


Lauri M. Williams, D.M.D., 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:

Lauri M. Williams, D.M.D., P.C.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Janet McClendon, 1901 6th Ave North Ste 2900, Birmingham, AL 35203-2618 for a period of one hundred twenty days beginning March 26, 2002 and expiring July 25, 2002.



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.

March 26, 2002

Date

A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

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