

- Articles of Incorporation of Alabama Health Initiative, Inc. -

To buy, fit, distribute and sell at wholesale or retail expendable and durable medical goods and equipment of every type and nature, and to do any and all acts necessary and proper appertaining to the conduct of said business.

The sale of personal services of its stockholders and of persons employed by the corporation for the provision of record keeping and billing accounts receivable and other for individuals, proprietors, partnerships and corporations; devising the proper procedures necessary to accomplish same, giving counsel and advice to its clients relating to the services outlined herein.

To purchase, acquire, hold, improve, sell, convey, assign, lease, manage, mortgage, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, manufacturers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such

business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own account, of all kinds of machinery, electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of same, in any part of the world, and to apply for exercise, use, or

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otherwise deal with or turn to account any patent rights, concessions, or other rights or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, privileges as aforesaid.

To invest money in all kinds and types of property, both real and personal, at wholesale and retail, as principal or as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

To borrow and lend money, with and without security, and to mortgage, pledge or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the

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powers conferred by the Constitution and General Laws of the State of Alabama, as provided in the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common stock, with a par value of \$ 1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$ 2,500.00 made up of 2,500 shares, all of said stock having been fully paid for in cash, or by the transfer of tangible personal property.

FIFTH:

The address of the initial registered office of the corporation is 7150 Cahaba Valley Road, Birmingham, Alabama 35242, and the name of the initial registered agent at such address is W. Andrew Howell.

SIXTH:

The number of directors constituting the initial board of directors of the corporation is two (2) and the name and address of the persons who are to serve as directors until their successors are elected and shall qualify are:

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W. Andrew Howell
7150 Cahaba Valley Road
Birmingham, Alabama 35242

and

Christopher P. Foxhall
7150 Cahaba valley Road
Birmingham, Alabama 35242

SEVENTH:

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified.

W. Andrew Howell
President & Treasurer

and

Christopher P. Foxhall
Vice-President and Secretary

EIGHTH:

The stockholders shall have the right to increase or decrease the capital stock of the corporation to such sum or sums as they may desire and as may be permitted by the Laws of the State of Alabama.

NINTH:

The directors or the stockholders may waive, in writing, any

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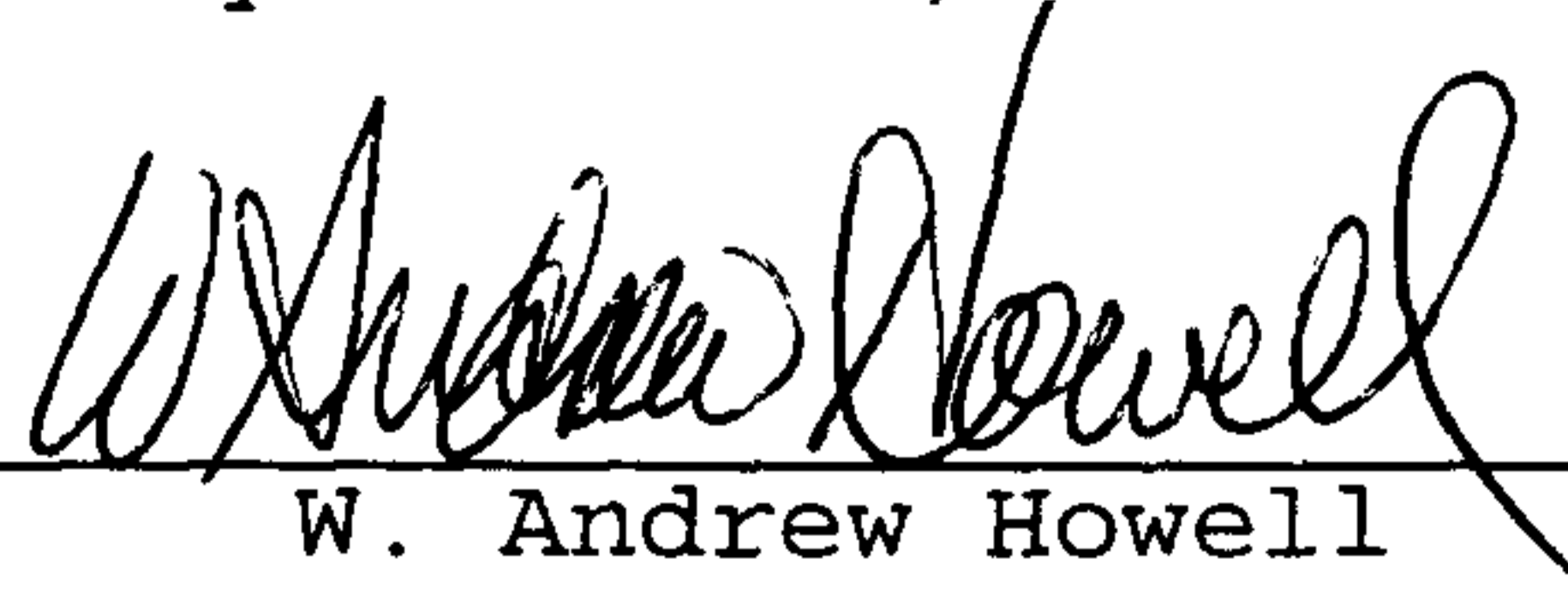
requirements under the By-Laws of the Corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed and consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action in the same manner as if a meeting had been called with respect to the action and notice issued, as provided in the By-Laws of the corporation and the Laws of the State of Alabama.

TENTH:

The name and address of the incorporator is:

W. Andrew Howell
7150 Cahaba Valley Road
Birmingham, Alabama 35242

IN WITNESS WHEREOF, the incorporator has hereunto signed and subscribed his name this the 31st day of March, 2004.



W. Andrew Howell

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This instrument was prepared by:

✓ John Burdette Bates, Attorney at Law
#10 Office Park Circle, Suite 122
Birmingham, Alabama 35223

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Alabama Health Initiative, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Bates, 10 Office Park Circle Ste 122, Birmingham, AL 35223 for a period of one hundred twenty days beginning March 24, 2004 and expiring July 23, 2004.

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 24, 2004



Date

Nancy L. Worley

Nancy L. Worley

Secretary of State