

**CERTIFICATE OF RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
MEDICAL PRACTICE, INC.**

THIS CERTIFICATE OF RESTATEMENT OF THE ARTICLES OF INCORPORATION is made and entered into as of August 4, 2004, by the members of the Board of Directors of Medical Practice, Inc., an Alabama corporation (the "Corporation").

WITNESSETH:

WHEREAS, the Corporation was formed on July 15, 2004, upon the filing of the original Articles of Incorporation of the Corporation in the Office of the Probate Court of Shelby County, Alabama.

WHEREAS, the members of the Board of Directors of the Corporation desire (i) to amend and restate the Articles of Incorporation of the Corporation; (ii) that effective as of the date hereof, the attached Articles of Incorporation shall constitute the Articles of Incorporation of the Corporation; and (iii) to be governed by the terms and conditions of the Articles of Amendment and Restatement of the Articles of Incorporation as set forth thereunder.

NOW, THEREFORE, for and in consideration of the premises, the undersigned does hereby certify as follows:

1. The name of the Corporation is:

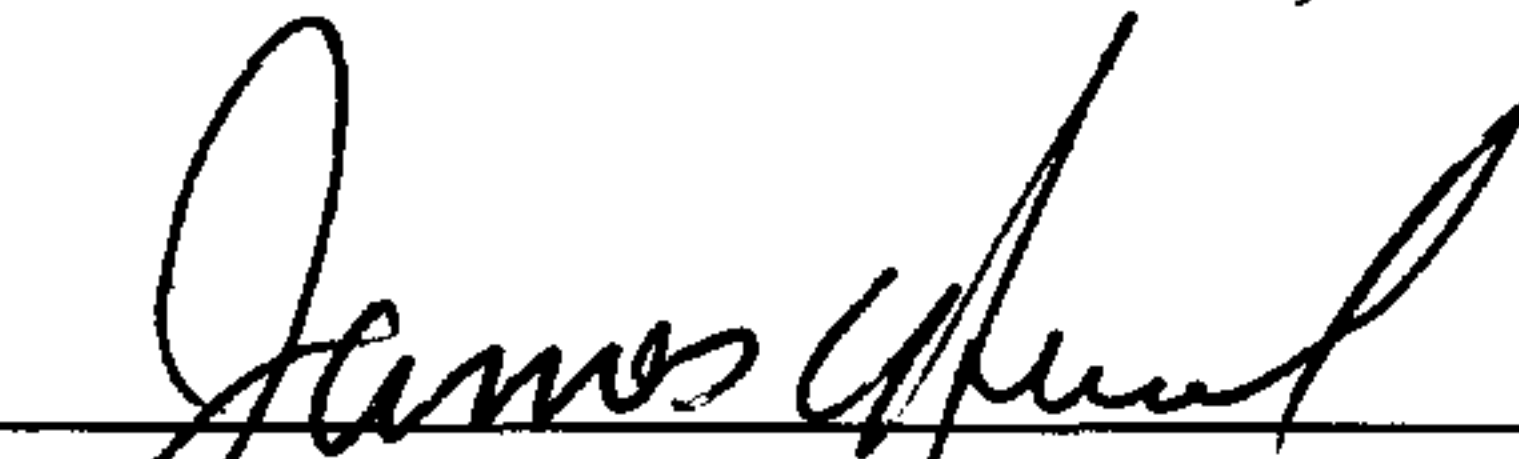
Medical Practice, Inc.

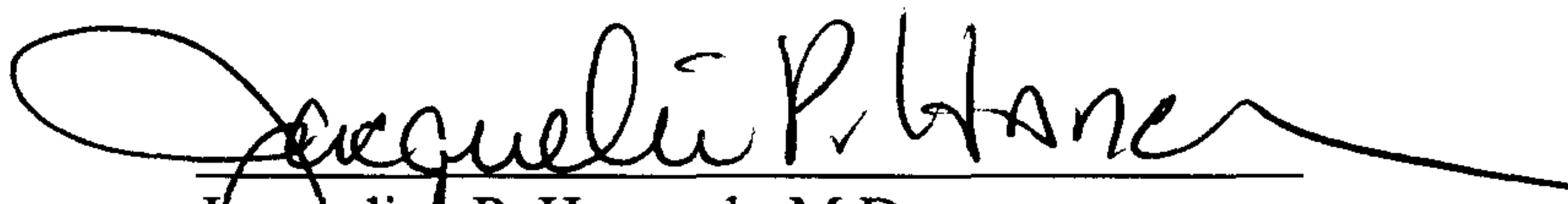
2. A copy of the Articles of Amendment and Restatement of the Articles of Incorporation have been attached hereto.
3. The Restatement of the Articles of Incorporation has been unanimously approved by the members of the Board of Directors of the Corporation.
4. The Articles of Amendment and Restatement of the Articles of Incorporation provides provisions reflecting the conversion of the Corporation to an Alabama professional corporation, in accordance with the Revised Alabama Professional Corporation Act.
5. The Articles of Amendment and Restatement of the Articles of Incorporation were adopted on August 4, 2004.
6. The Articles of Amendment and Restatement of the Articles of Incorporation were unanimously approved by the shareholders of the Corporation which is sufficient for approval.


IN WITNESS WHEREOF, the undersigned party acknowledges that the above action was unanimously approved by the members of the Board of Directors and the shareholders of the Corporation as of the date first above written.

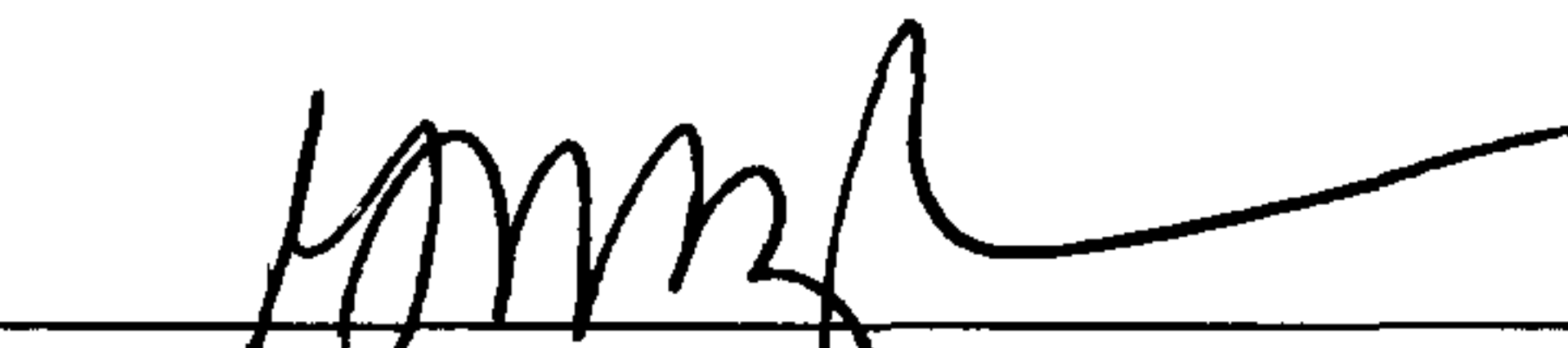
WITNESS:

MEDICAL PRACTICE, INC.


James L. Head, M.D.
Director and Shareholder


Jacqueline P. Hancock, M.D.
Director and Shareholder


E. Malcolm Simmons, III, M.D.
Director and Shareholder


George Zaharias, M.D.
Director and Shareholder

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Shelby Cnty Judge of Probate, AL
08/05/2004 14:08:00 FILED/CERTIFIED