

# STATE OF ALABAMA

## DOMESTIC FOR-PROFIT CORPORATION

### ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES

#### INSTRUCTIONS

**STEP 1: IF CHANGING THE CORPORATION'S NAME, CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334) 242-5324 TO RESERVE A CORPORATE NAME.**

**STEP 2: FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. (IF THE AMENDMENT CHANGES THE NAME, THE CERTIFICATE OF NAME RESERVATION MUST BE ATTACHED.) IF CHANGING THE NAME, THE SECRETARY OF STATE'S FILING FEE IS \$20. THE SECRETARY OF STATE'S FILING FEE FOR ALL OTHER AMENDMENTS IS \$10. THE JUDGE OF PROBATE'S FILING FEE FOR AN AMENDMENT IS \$10.**

**PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.**

**Article I** The name of the corporation:  
Birmingham Medical Alliance, Inc.

**Article II** The following amendment was adopted in the manner provided for by the Alabama Business Corporation Act:  
Address: 194 Narrows Drive, # 102, Birmingham, AL 35242  
Phone: 205-991-0413 Fax: 205-991-0408

See Attached List Directors: Georgia Lay Pres, CEO, Chairman, Steven Cook V.P.  
Auderia DeStefano, Controller, Amanda Lay CFO, Todd DeStefano, Treas. Phillip English, Sec

**Article III** The amendment was adopted by the shareholders or directors in the manner prescribed by law on October 18, 2004.

**Article IV** The number of shares outstanding at the time of the adoption was 5000; the number of shares entitled to vote thereon was 5000. If the shares of any class are entitled to vote thereon as a class, list the designation and number of outstanding shares entitled to vote thereon of each such class:

**Article V** The number of shares voted for the amendment was 5000 and the number of shares voted against such amendment was 0. (If no shares have been issued attach a written statement to that effect.)

Date: 10-18-04

Georgia Lay, President  
Type or Print Corporate Officer's Name and Title  
Georgia Lay  
Signature of Officer

# ***Birmingham Medical Alliance, Inc.***

## **State of Alabama**

Domestic For-Profit Corporation  
Articles of Amendment to Articles of Incorporation Guidelines

## **Article II**

### **Names and Addresses of Directors for Birmingham Medical Alliance, Inc.**

Georgia Lay - President/CEO/Chairman of The Board  
640 Narrows Point Way  
Birmingham, AL 35242

Steven Cook - Vice President  
640 Narrows Point Way  
Birmingham, AL 35242

Auderia DeStafino - Controller  
396 Highway 37  
Chelsea, AL 35043

Amanda Lay - CFO  
1706 Graywood Court  
Huntsville, AL 35806

Todd DeStafino - Treasurer  
396 Highway 37  
Chelsea, AL 35043

Phillip English - Secretary  
1706 Graywood Court  
Huntsville, AL 35806

### **Change Address and Phone Numbers as follows:**

Birmingham Medical Alliance, Inc.  
194 Narrows Drive  
Unit 102  
Birmingham, AL 35242

Phone: 205-991-0413  
Fax: 205-991-0408

194 Narrows Drive, # 102  
Birmingham, AL 35242  
205-991-0413 Phone 205-991-0408 Fax



# STATE OF ALABAMA

## DOMESTIC FOR-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

20021024000526060 Pg 1/3 95.00  
Shelby Cnty Judge of Probate AL  
10/24/2002 15:10:00 FILED/CERTIFIED

### INSTRUCTIONS:

**STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.**

**STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$50. PLEASE CONTACT THE JUDGE OF PROBATE TO VERIFY FILING FEES.**

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I** The name of the corporation: BIRMINGHAM MEDICAL ALLIANCE, INC.  
Birmingham Medical Alliance, Inc.
- Article II** The duration of the corporation is "perpetual" unless otherwise stated.
- Article III** The corporation has been organized for the following purpose(s):  
ALL PURPOSES PERMITTED UNDER THE LAWS OF THE STATE OF ALA  
PHARAMCEUTICAL SALES  
DURABLE MEDICAL EQUIPMENT SALES
- Article IV** The number of shares which the corporation shall have the authority to issue is 3 5000.
- Article V** The **street address** (NO PO BOX) of the registered office: 2685-A Pelham Pkwy  
Pelham, AL 34124 and the name of the  
registered agent at that office: Georgia Lay
- Article VI** The name(s) and address(es) of the Director(s):  
Georgia Lay, 640 Narrows Point Way, Birmingham, AL 35242  
Joe Carnaggio, 5201 Valleybrook Cr. Birmingham, AL 35244
- Article VII** The name(s) and address(es) of the Incorporator(s):  
Georgia Lay, 2685-A Pelham Parkway, Birmingham, AL 35124

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation  
on this the 22nd day of October, 2002.

THIS DOCUMENT PREPARED BY:

Georgia Lay  
2685-A Pelham Parkway  
Birmingham, AL 35124

Rev. 4/2000

Georgia Lay  
Type or Print Name of Incorporator  
Georgia Lay  
Signature of Incorporator

20041020000578570 Pg 3/3 15.00  
Shelby Cnty Judge of Probate, AL  
10/20/2004 09:28:00 FILED/CERTIFIED