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Shelby Cnty Judge of Probate, AL
10/07/2005 03:07:00PM FILED/CERT

This Instrument Prepared by
Nicole S. Fox
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, AL 35203-2618

ARTICLES OF INCORPORATION

OF

ALABAMA BEHAVIORAL MEDICINE, P.C.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned Nicole S. Fox, 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 (the "Corporation") shall be: Alabama Behavioral Medicine, P.C.

ARTICLE II

OBJECTS AND PURPOSES

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

1. To engage in the practice of clinical psychology.
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 Acts 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 1970 Chandalar Office Park, Suite 2, Pelham, Alabama 35124, and the Corporation's initial registered agent at such address shall be Holly N. Deemer.

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 1,000 shares of common stock, all of the same class, of One Cent (\$.01) 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 sole director until the first annual meeting of the shareholders or until her successor or successors are elected and qualified are as follows:

Holly N. Deemer
1970 Chandalar Office Park, Suite 2
Pelham, 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, the Revised Alabama Professional Corporation Act or any successor statutes thereto, are 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.

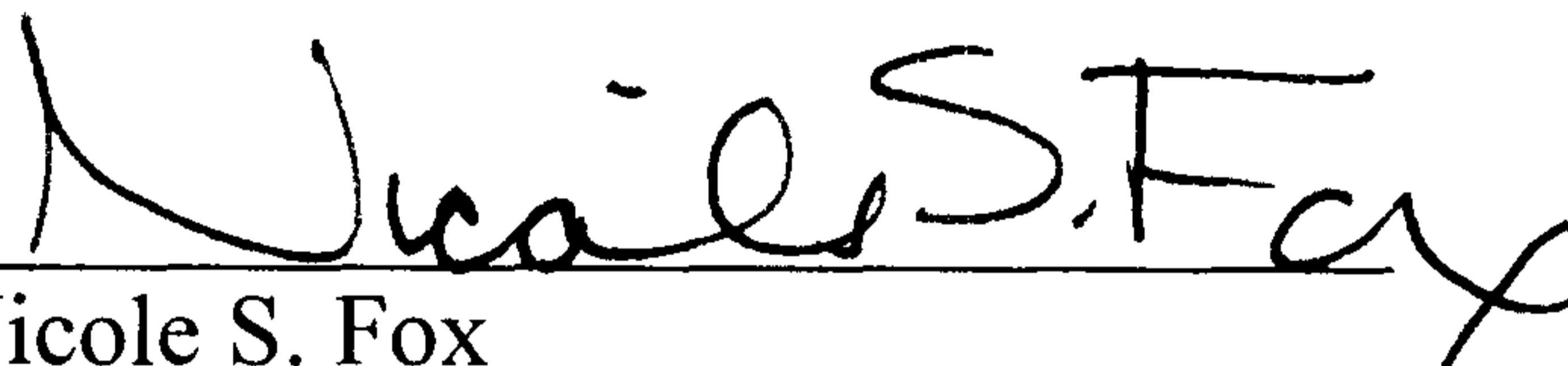
ARTICLE VIII

INCORPORATOR

The name and address of the incorporator are as follows:

Nicole S. Fox
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of October, 2005.



Nicole S. Fox
Incorporator



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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 Behavioral Medicine, PC

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Stacey S Shirley, 1901 6th Avenue N Ste 2900, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 21, 2005 and expiring January 20, 2006.

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.

September 21, 2005

Date

Nancy L. Worley

Secretary of State

