

STATE OF ALABAMA
DOMESTIC FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION GUIDELINES


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Shelby Cnty Judge of Probate, AL
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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 \$40. 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: Medi Solutions, 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):
to transact any and all lawful business for which corporations
may be incorporated under the laws of the State of Alabama
- Article IV The number of shares which the corporation shall have the authority to issue is 1,000.
- Article V The street address (NO PO BOX) of the registered office: 113 Dunstan Drive,
Birmingham, AL 35242 and the name of the
registered agent at that office: Cherie B. Fairburn
- Article VI The name(s) and address(es) of the Director(s):
Christi A. Franks 100 Dunstan Drive, Birmingham, AL 35242
Cherie B. Fairburn 113 Dunstan Drive, Birmingham, AL 35242
- Article VII The name(s) and address(es) of the Incorporator(s):
Christi A. Franks 100 Dunstan Drive, Birmingham, AL 35242
Cherie B. Fairburn 113 Dunstan Drive, Birmingham, AL 35242

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 4th day of March, 20 10.

Printed Name and Business Address of Person Preparing this

Document: Cherie B. Fairburn
113 Dunstan Drive
Birmingham, AL 35242

Cherie B. Fairburn
Type or Print Name of Incorporator

Cherie B. Fairburn
Signature of Incorporator

Christi Franks
Christi Franks

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 100 101 102 103 104 105 106 107 108 109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128 129 130 131 132 133 134 135 136 137 138 139 140 141 142 143 144 145 146 147 148 149 150 151 152 153 154 155 156 157 158 159 160 161 162 163 164 165 166 167 168 169 170 171 172 173 174 175 176 177 178 179 180 181 182 183 184 185 186 187 188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213 214 215 216 217 218 219 220 221 222 223 224 225 226 227 228 229 230 231 232 233 234 235 236 237 238 239 240 241 242 243 244 245 246 247 248 249 250 251 252 253 254 255 256 257 258 259 260 261 262 263 264 265 266 267 268 269 270 271 272 273 274 275 276 277 278 279 280 281 282 283 284 285 286 287 288 289 290 291 292 293 294 295 296 297 298 299 300 301 302 303 304 305 306 307 308 309 310 311 312 313 314 315 316 317 318 319 320 321 322 323 324 325 326 327 328 329 330 331 332 333 334 335 336 337 338 339 340 341 342 343 344 345 346 347 348 349 350 351 352 353 354 355 356 357 358 359 360 361 362 363 364 365 366 367 368 369 370 371 372 373 374 375 376 377 378 379 380 381 382 383 384 385 386 387 388 389 390 391 392 393 394 395 396 397 398 399 400 401 402 403 404 405 406 407 408 409 410 411 412 413 414 415 416 417 418 419 420 421 422 423 424 425 426 427 428 429 430 431 432 433 434 435 436 437 438 439 440 441 442 443 444 445 446 447 448 449 450 451 452 453 454 455 456 457 458 459 460 461 462 463 464 465 466 467 468 469 470 471 472 473 474 475 476 477 478 479 480 481 482 483 484 485 486 487 488 489 490 491 492 493 494 495 496 497 498 499 500 501 502 503 504 505 506 507 508 509 510 511 512 513 514 515 516 517 518 519 520 521 522 523 524 525 526 527 528 529 530 531 532 533 534 535 536 537 538 539 540 541 542 543 544 545 546 547 548 549 550 551 552 553 554 555 556 557 558 559 560 561 562 563 564 565 566 567 568 569 570 571 572 573 574 575 576 577 578 579 580 581 582 583 584 585 586 587 588 589 590 591 592 593 594 595 596 597 598 599 600 601 602 603 604 605 606 607 608 609 610 611 612 613 614 615 616 617 618 619 620 621 622 623 624 625 626 627 628 629 630 631 632 633 634 635 636 637 638 639 640 641 642 643 644 645 646 647 648 649 650 651 652 653 654 655 656 657 658 659 660 661 662 663 664 665 666 667 668 669 670 671 672 673 674 675 676 677 678 679 680 681 682 683 684 685 686 687 688 689 690 691 692 693 694 695 696 697 698 699 700 701 702 703 704 705 706 707 708 709 710 711 712 713 714 715 716 717 718 719 720 721 722 723 724 725 726 727 728 729 730 731 732 733 734 735 736 737 738 739 740 741 742 743 744 745 746 747 748 749 750 751 752 753 754 755 756 757 758 759 760 761 762 763 764 765 766 767 768 769 770 771 772 773 774 775 776 777 778 779 780 781 782 783 784 785 786 787 788 789 790 791 792 793 794 795 796 797 798 799 800 801 802 803 804 805 806 807 808 809 810 811 812 813 814 815 816 817 818 819 820 821 822 823 824 825 826 827 828 829 830 831 832 833 834 835 836 837 838 839 840 841 842 843 844 845 846 847 848 849 850 851 852 853 854 855 856 857 858 859 860 861 862 863 864 865 866 867 868 869 870 871 872 873 874 875 876 877 878 879 880 881 882 883 884 885 886 887 888 889 890 891 892 893 894 895 896 897 898 899 900 901 902 903 904 905 906 907 908 909 910 911 912 913 914 915 916 917 918 919 920 921 922 923 924 925 926 927 928 929 930 931 932 933 934 935 936 937 938 939 940 941 942 943 944 945 946 947 948 949 950 951 952 953 954 955 956 957 958 959 960 961 962 963 964 965 966 967 968 969 970 971 972 973 974 975 976 977 978 979 980 981 982 983 984 985 986 987 988 989 990 991 992 993 994 995 996 997 998 999 1000 1001 1002 1003 1004 1005 1006 1007 1008 1009 1010 1011 1012 1013 1014 1015 1016 1017 1018 1019 1020 1021 1022 1023 1024 1025 1026 1027 1028 1029 1030 1031 1032 1033 1034 1035 1036 1037 1038 1039 1040 1

ARTICLE I : NAME

ARTICLE II: AUTHORIZED CAPITAL

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shall be fully paid and non-assessable and when issued shall be represented by certificates signed by the president or by a vice-president and by the secretary or secretary-treasurer.

The transfer of stock of this corporation shall be made only on the books of the corporation by the stockholders, in person or by proxy, and under such rules and regulations as the Board of Directors may, in accordance with law, prescribe from time to time.

ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT

The registered office is located at 113 Dunstan Drive, Birmingham, AL 35242, and the registered agent at that office is Cherie B. Fairburn.

ARTICLE IV: INCORPORATORS

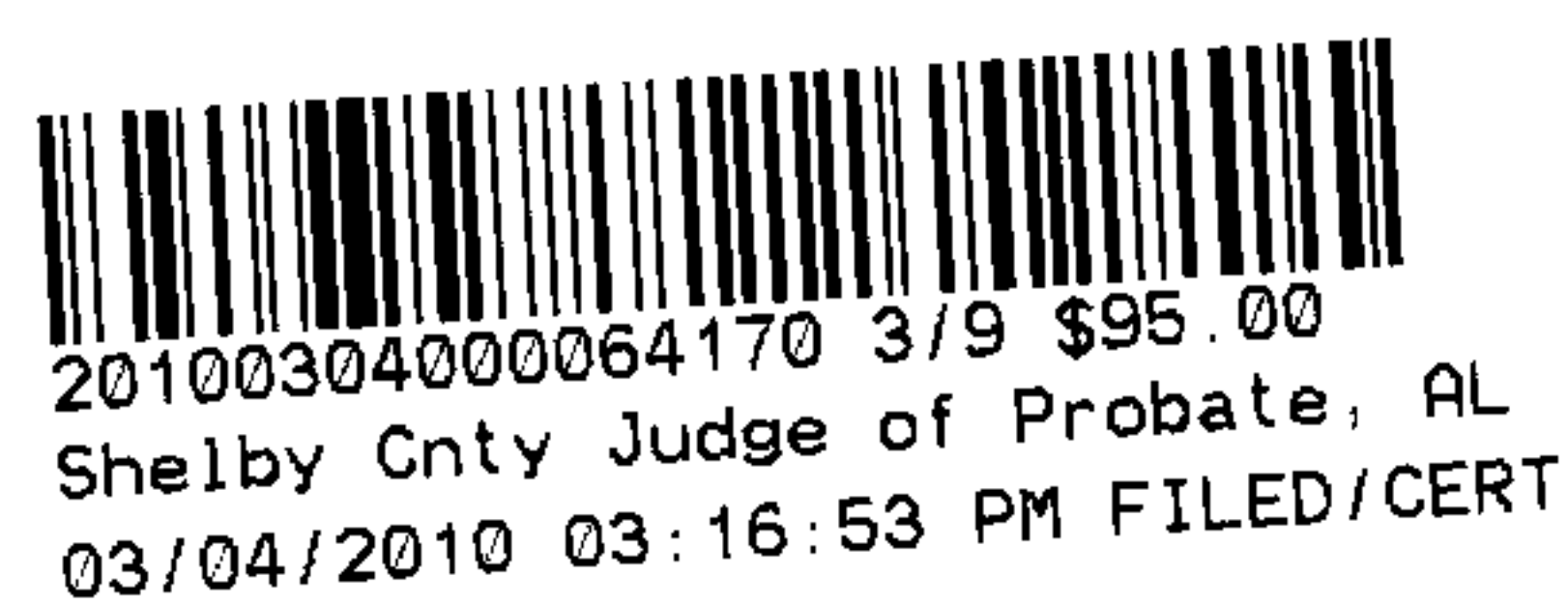
- A. The names and post office addresses of the incorporators and a statement of the number of shares subscribed are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
CHRISTI A. FRANKS	100 Dunstan Drive Birmingham, AL 35242	98
CHERIE B. FAIRBURN	113 Dunstan Drive Birmingham, AL 35242	102

ARTICLE V: DIRECTORS

- A. The names of the first directors, their post office addresses and terms of office are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTI A. FRANKS	100 Dunstan Drive Birmingham, AL 35242

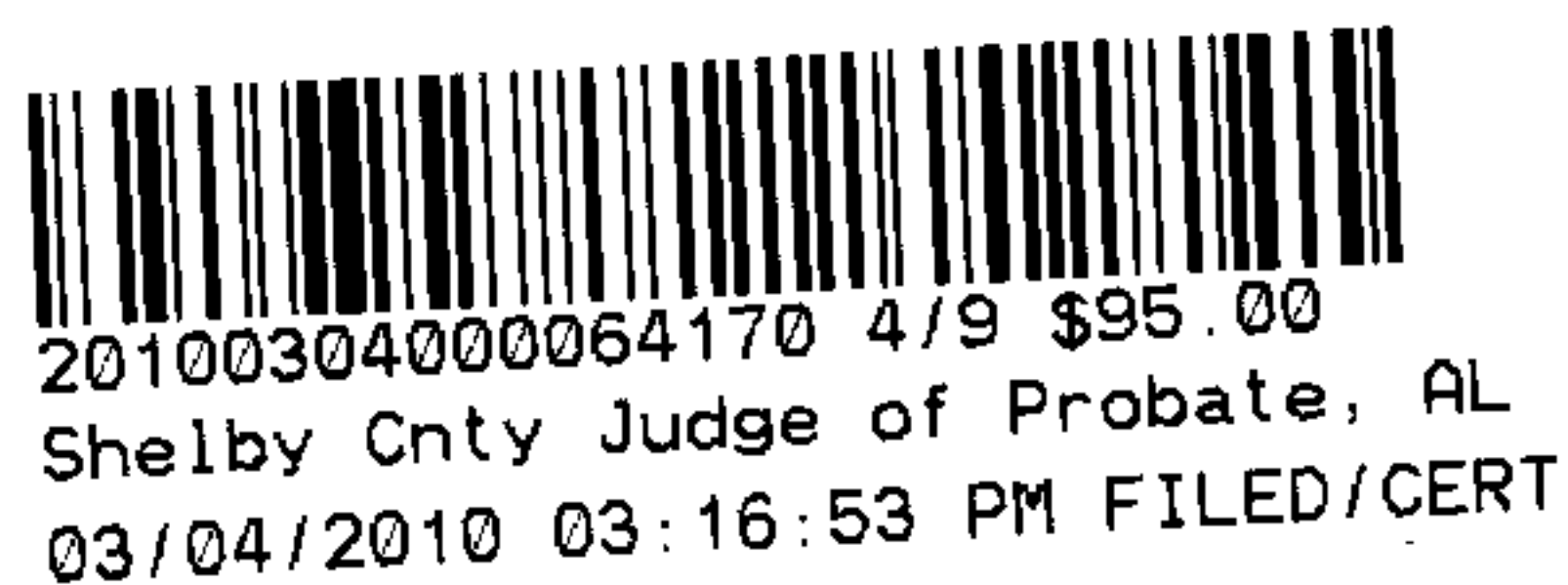


CHERIE B. FAIRBURN

113 Dunstan Drive
Birmingham, AL 35242

Unless and until otherwise provided in the by-laws, directors shall hold office for one (1) year or until their successors have been duly elected and qualified.

- B. Unless and until otherwise provided in the by-laws, all of the corporate powers of this corporation shall be vested in, and managed by, a board of not less than two (2) and not more than seven (7) directors. The number of directors may be increased or decreased within the limits above provided there is a majority vote of the directors.
- C. The Board of Directors shall have authority to make and amend by-laws for the regulation and control of the business of the corporation, including the right to make and amend by-laws fixing their qualifications, classifications or terms of office, or fixing or increasing their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.
- D. The Board of Directors shall further have authority to exercise all such powers and to do all such other lawful acts and things which this corporation or its shareholders might do, unless prohibited from doing so by applicable laws, or by the Articles of Incorporation, or by the by-laws of the corporation.
- E. The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided by the by-laws, and shall take place on the first Monday of March of each year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter beginning in 2011, unless or until otherwise provided in the by-laws.



- F. The number, classification, qualifications, term of office, manner of election, time and place of meeting, whether within or outside of the State of Alabama, and the powers and duties of the directors, may be from time to time fixed, changed, increased or reduced by the by-laws.
- G. Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director filed with the secretary.

ARTICLE VI: OBJECTS AND PURPOSES

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect and may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as a natural person might or could do, either alone or in connection with other persons, firms or corporations; and, to the extent not prohibited thereby to enter upon and engage in any kind of business of any nature whatsoever in any other state of the United States of America, any foreign nation and any territory of any country to the extent permitted by the laws of such other state, nation or territory.


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ARTICLE VII: DURATION

The duration of this corporation shall be in perpetuity, or such maximum period as may be authorized by the laws of the state of Alabama.

ARTICLE VIII: PURCHASE AND REDEMPTION OF SHARES

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in Section 10-2B-6 of the Alabama Business Corporation Act or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares and may be reissued and disposed of as authorized by law, or may be cancelled and the stock reduced as the Board of Directors may, from time to time, determine in accordance with law.

ARTICLE IX: CAPITAL SURPLUS AND DIVIDENDS

The Board of Directors shall have such power and authority with respect to capital surplus and dividends, including allocation, increases, reduction, utilization, distribution and payment, as is permitted and provided in Section 10-2B-6.4 of the Alabama Business Corporation Act or other applicable law.

ARTICLE X: SALES AND OTHER TRANSFERS OF STOCK

The sale and other transfer of stock shall be governed by a Shareholders' Agreement.



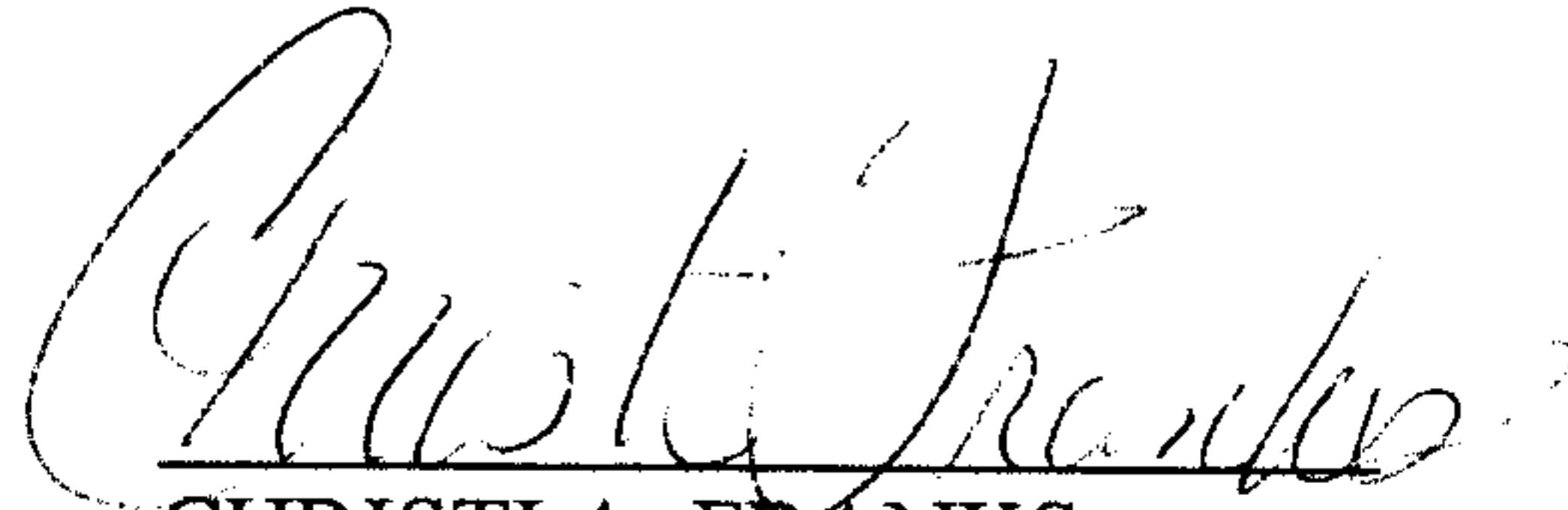
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ARTICLE XI: LIABILITY OF DIRECTORS

The Directors shall not be liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

THIS DONE AND SIGNED on the 2nd day of March, 2010, in Shelby County, Alabama.

INCORPORATORS:


CHRISTI A. FRANKS


CHERIE B. FAIRBURN



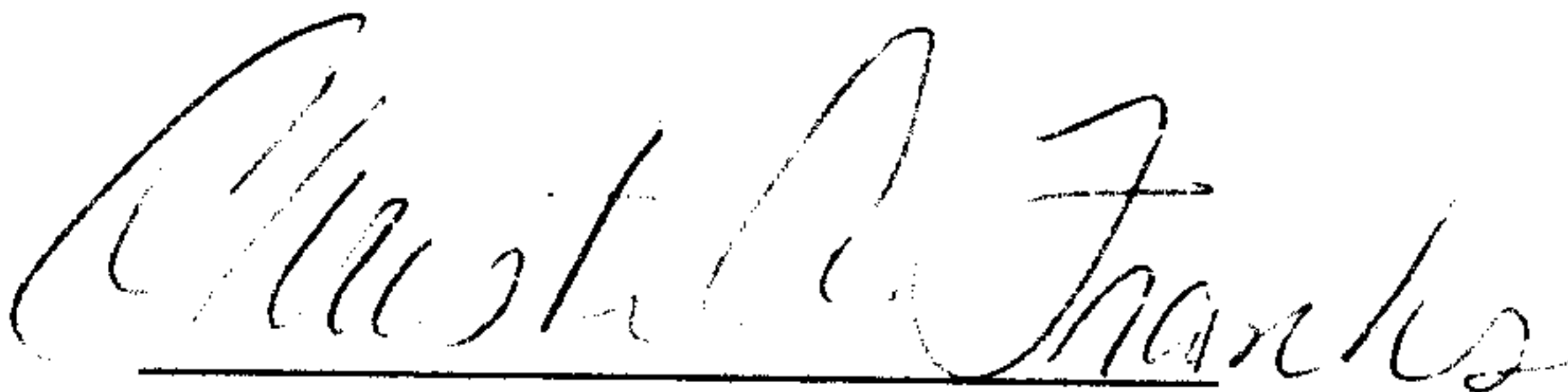
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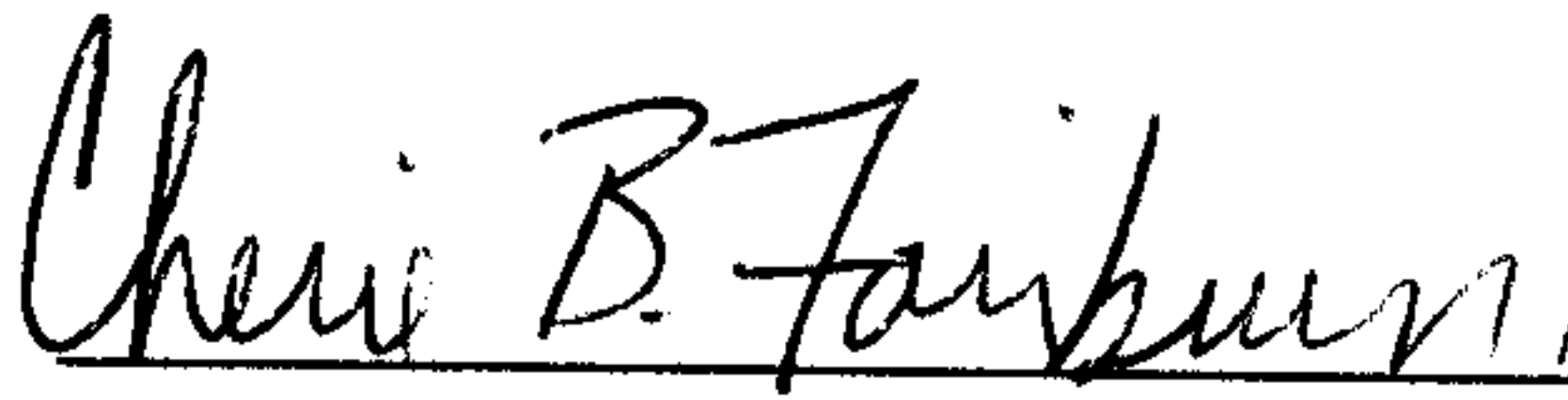
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THIS DONE AND SIGNED on the 4th day of March, 2010, in Shelby County, Alabama.

INCORPORATORS:


CHRISTI A. FRANKS


CHERIE B. FAIRBURN


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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

MediSolutions, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cherie Fairburn, 113 Dunstan Drive, Birmingham, AL 35242 for a period of one hundred twenty days beginning March 2, 2010 and expiring July 1, 2010.

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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 2, 2010

Date

Beth Chapman TM

Beth Chapman

Secretary of State