

ARTICLES OF ORGANIZATION

OF

PRIME SPINE, LLC

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law, ALABAMA CODE Section 10A-5-1 et seq. (2011), and any act amendatory thereof, supplementary thereto or substituted therefore (the "Law"), the undersigned does hereby sign and adopt these Articles of Organization (the "Articles"), and, upon the filing for record of these Articles of Organization in the office of the Judge of Probate of the county in which the initial registered office is established under Article IV hereof, the existence of a limited liability company (the "Company"), under the name set forth in Article I hereof, shall commence.

ARTICLE I

NAME

- 1.1 The name of the Company shall be PRIME SPINE, LLC.

ARTICLE II

DURATION OF COMPANY

- 2.1 The period of duration of the Company shall be perpetual; provided, however, that the Company may be sooner dissolved (a) upon the written consent of all members of the Company; (b) as provided in the Operating Agreement between the members of the Company and the Company; or (c) as otherwise provided in the Act.

ARTICLE III

PURPOSES, OBJECTS AND POWERS

- 3.1 The purposes, objects and powers of the Company are:
- (a) To engage in any lawful business act or activity for which a limited liability company may be organized under the laws of the State of Alabama.
 - (b) Without limiting the scope and generality of the foregoing, to engage in the business of providing chiropractic care and services ancillary to such care.

(c) To have and to exercise any and all of the powers specifically granted in the Law, none of which shall be deemed to be inconsistent with the nature, character or the object of the Company and none of which are denied to it by these Articles of Organization.

ARTICLE IV

REGISTERED OFFICE AND REGISTERED AGENT

4.1 The location and mailing address of the initial registered office of the Company shall be 642 Forest Lakes Drive, Sterrett, AL 35147.

4.2 The name of the initial registered agent of the Company at such address shall be Dr. Milton M. "Matt" Smith, III.

ARTICLE V

INITIAL MEMBERSHIP OF THE COMPANY

5.1 The names and addresses of the initial member of the Company is as follows:

<u>MEMBER</u>	<u>ADDRESS</u>
Dr. Milton M. "Matt" Smith, III	642 Forest Lakes Drive, Sterrett, AL 35147

ARTICLE VI

ADMISSION OF ADDITIONAL MEMBERS

6.1 The member or members of the Company shall have the right to admit additional members to the Company upon the written consent of all of the members of the Company.

ARTICLE VII

ELECTION TO CONTINUE IN BUSINESS WHEN THERE IS NO REMAINING MEMBER

7.1 The Company shall be dissolved and its affairs shall be wound up when there is no remaining member unless either:

(a) The holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last member, to continue the legal existence and business of the Company and to appoint one or more new members; or



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(b) The legal existence and business of the Company is continued and one or more new members are appointed in the manner stated in the Operating Agreement.

ARTICLE VIII

MANAGEMENT OF THE COMPANY

8.1 Its initial member shall manage the Company.

ARTICLE IX

AMENDMENT OF ARTICLES OF ORGANIZATION

9.1 Any amendment to these Articles of Organization shall be approved by a vote of all of the members of the Company entitled to vote thereon.

ARTICLE X

ORGANIZER OF THE COMPANY

10.1 The name and address of the organizer of the Company is as follows:

Dr. Milton M. "Matt" Smith, III 642 Forest Lakes Drive, Sterrett, AL
35147

Dated this 28 day of October, 2011.

Milton M. "Matt" Smith, III
Organizer

Beth Chapman
Secretary of State

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

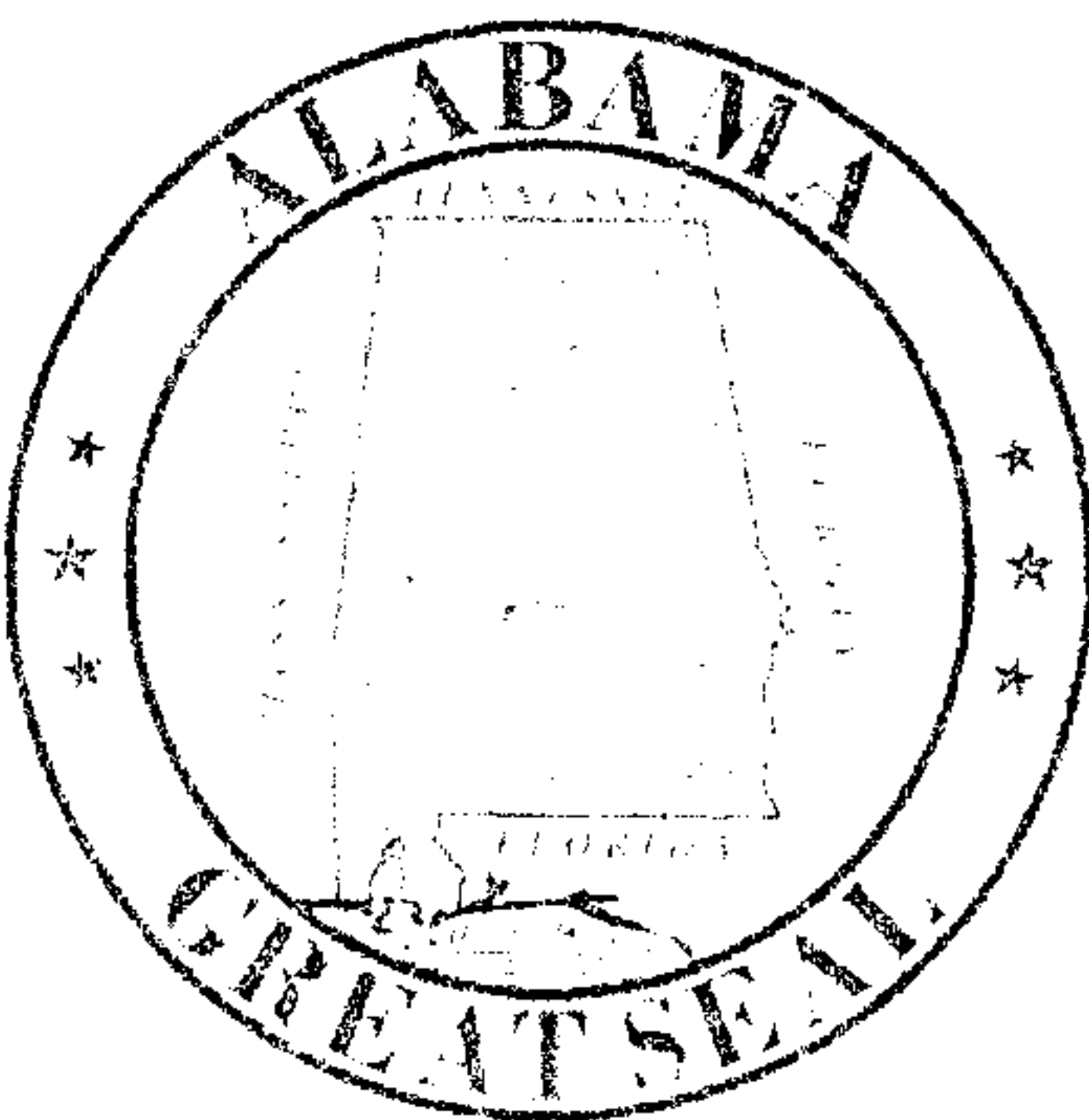
STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama 1975*, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Prime Spine, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Dr. Matt Smith, 642 Forest Lakes Drive, Sterrett, AL 35147 for a period of one hundred twenty days beginning October 23, 2011 and expiring February 20, 2012.



590-092

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.

October 23, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State