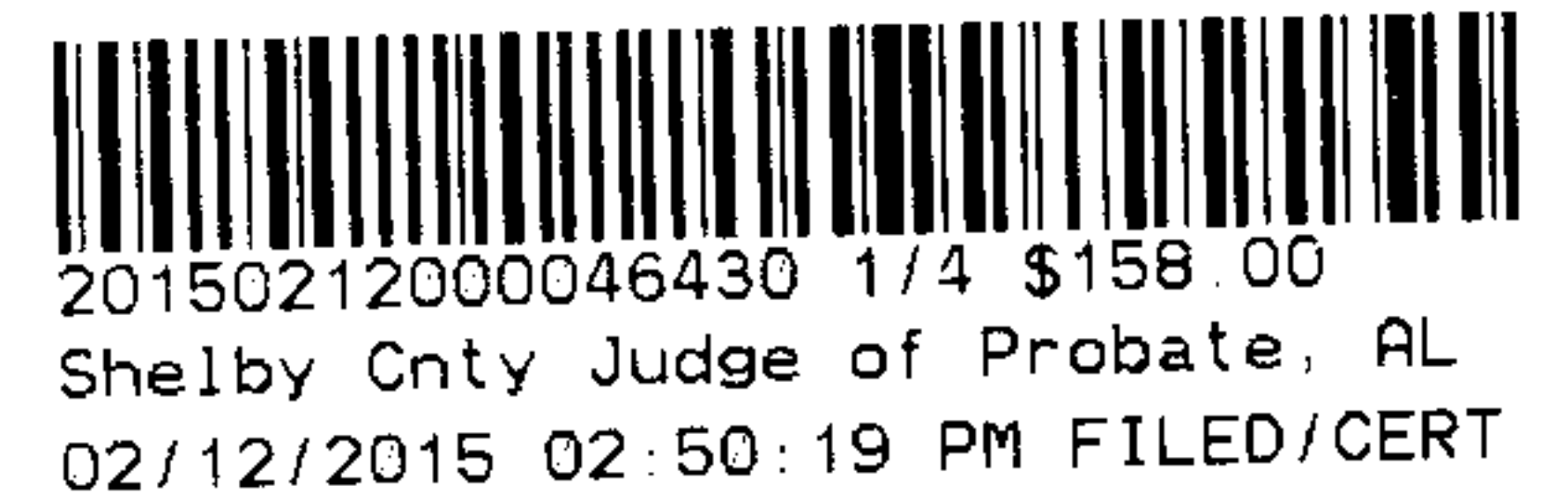


CERTIFICATE OF FORMATION
OF



THOMAS J. SMITHERMAN III, M.D., P.C.

Pursuant to the Alabama Professional Corporation Law as set forth in Chapter 1 and Chapter 4 of the Alabama Business and Nonprofit Entity Code, the undersigned, acting as incorporator of a corporation, hereby adopts the following Certificate of Formation:

First. The name of the corporation is: Thomas J. Smitherman III, M.D., P.C. (the "Corporation").

Second. The type of entity being formed is a domestic professional corporation.

Third. The purposes for which the Corporation is organized are as follows:

(a) To engage in, conduct and carry on the practice of medicine, and to render professional and other services ancillary thereto within the medical profession;

(b) To lend money and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to take and hold real and personal property as security for the payment of funds so loaned or invested;

(c) To purchase, lease, own, hold, and use property, whether real, personal or mixed, necessary or appropriate for rendering its professional services; and

(d) To transact any or all lawful business for which professional corporations may be incorporated under the Alabama Professional Corporation Law.

Fourth. The period of duration of the Corporation shall be perpetual.

Fifth. The street address of the initial registered office of the Corporation is 30 Racquet Club Parkway, Pelham, AL 35124 and the name of its initial registered agent at such address is Thomas J. Smitherman III, M.D.

Sixth. The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of One Dollar (\$1.00) per share.

Seventh. The name and address of the Organizer is:

Howard E. Bogard
420 North Twentieth Street
Suite 3400
Birmingham, Alabama 35203

Eighth. 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 will serve as director until the first annual meeting of shareholders or until his successor shall be duly elected and qualified is:

Thomas J. Smitherman III, M.D.
30 Racquet Club Parkway
Pelham, Alabama 35124

Ninth. No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable, subject, however, to the provisions of the eleventh paragraph hereof.

Tenth. At least one director and the President of the Corporation shall be individuals who are authorized by the law of Alabama or of any "qualified state" (as defined in Alabama Code Section 10A-4-1.03) to practice medicine in the State of Alabama; provided, however, that the foregoing restriction shall not apply for a period of twelve (12) months after the death of any sole shareholder of the Corporation.

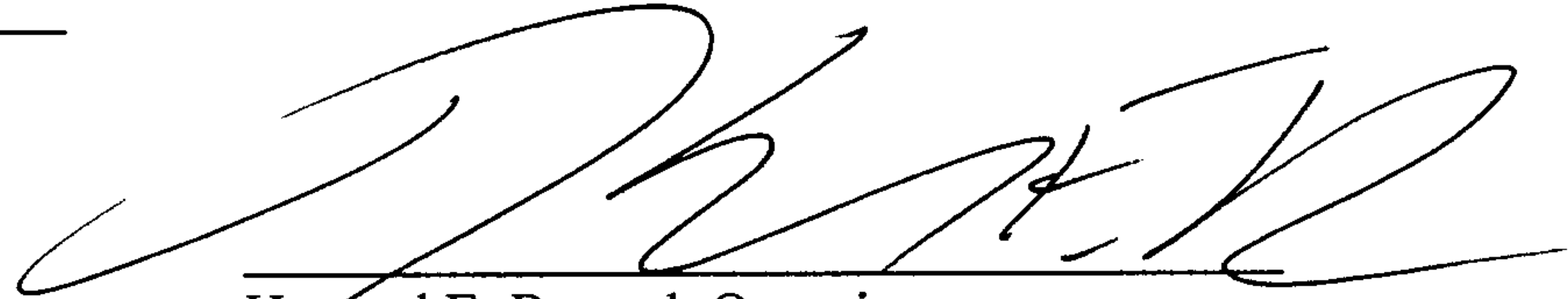
Eleventh. The Corporation shall issue its shares of capital stock only to individuals who are authorized by the law of the State of Alabama or of any "qualified state" (as such term is defined in Alabama Code Section 10A-4-1.03) to practice medicine in the State of Alabama, or to a general partnership in which all partners are "qualified persons" (as defined in Alabama Code Section 10A-4-1.03) with respect to the Corporation, or to another professional corporation in which all the shareholders are "qualified persons" with respect to this Corporation. A shareholder may voluntarily transfer or pledge his or her shares of the capital stock of the Corporation only to a "qualified person" (as defined in Alabama Code Section 10A-4-1.03). No shares may be transferred upon the books of the Corporation until sufficient evidence is presented to and filed with the Corporation that the qualified person to whom the transfer is to be made or the shares issued holds a license to practice medicine in the State of Alabama.

Twelfth. The Corporation may from time to time lawfully enter into any agreement to which all the holders of record of the issued and outstanding shares of its capital stock shall be parties providing for the purchase or redemption of the shares of any shareholder upon the death or disqualification of such shareholder or upon transfer by operation of law or court decree to a disqualified person. In the absence of such an agreement, the Corporation shall purchase the shares of a deceased shareholder or a shareholder no longer qualified to own shares within ninety (90) days after the death or disqualification of the shareholder, all in accordance with Section 10A-4-302 of the Code of Alabama (1975).

Thirteenth. A director of the Corporation shall have no liability 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 financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the Corporation or shareholders;

(C) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Law; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the Corporation or its shareholders.

Dated: 2/12/15




Howard E. Bogard, Organizer

This document prepared by:
Howard E. Bogard
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203



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John H. Merrill
Secretary of State


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

STATE OF ALABAMA

I, John H. Merrill, 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:

Thomas J. Smitherman III, M.D., P.C.

This name reservation is for the exclusive use of Burr & Forman LLP c/o Ellen Prescott, 420 No. 20th St., Ste. 3400, Birmingham, AL 35203 for a period of one year beginning February 12, 2015 and expiring February 12, 2016

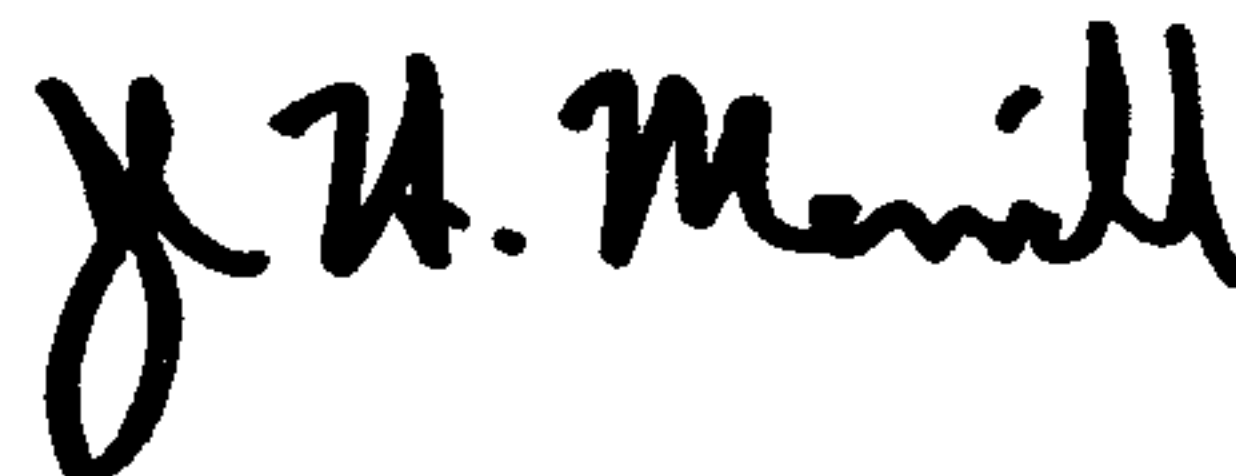


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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

February 12, 2015

Date



John H. Merrill

Secretary of State