M. MICHAEL PULLIAM, M.D., P.C. 8008160

DUPLICATE

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State of Georgia

OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

"M. MICHAEL PULLIAM, M.D., P.C."

has been duly incorporated under the laws of the State of Georgia on the 7th day of August, 19 80, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta this 7th day of August in the year of our Lord One Thousand Nine Hundred and ~~Seventy~~ Eighty and of the Independence of the United States of America the Two Hundred and Five.

David B. Poythress

SECRETARY OF STATE, EX-OFFICIO CORPORATION COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION
OF
M. MICHAEL PULLIAM, M. D., P.C.

The undersigned, being personally legally competent to enter into contracts, and being duly licensed to engage in the practice of medicine and surgery as certified to by the Composite Board of Medical Examiners of the State of Georgia, does hereby form this professional corporation in accordance with the Georgia Business Corporation Code, and adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is M. MICHAEL PULLIAM, M. D., P. C.

2. NATURE OF BUSINESS, PURPOSES, AND OBJECTS. The general nature of the business to be transacted by the Corporation is:

(a) To engage in every phase and aspect of the business of rendering professional services to the public as a doctor and surgeon, duly licensed under the laws of the State of Georgia, is hereby authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Georgia to practice medicine and surgery within this state.

(b) To own real and personal property necessary or appropriate for the rendering of the professional practice of medicine and surgery and the delivery of medical and surgery services to the public, and to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investment whatsoever.

(c) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of the purposes and objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the

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protection and benefit of the Corporation, and, in general, either alone or in association with other associations, corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or objects of the Corporation otherwise permitted by law.

The Corporation elects to be governed by the Georgia Professional Corporation Act.

3. PRINCIPAL OFFICE AND REGISTERED AGENT FOR SERVICE OF PROCESS. The principal office for the transaction of the business of the Corporation and Registered Agent for service of process shall be in the City of Covington, County of Newton, State of Georgia, at 4186 Mill Street, and the registered agent is M. Michael Pulliam, and such business may be carried on in such city, such county, adjoining counties, and elsewhere within the state in the discretion of the Board of Directors.

4. CAPITAL STOCK. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any one time shall be 100 shares of stock of the par value of $3,000 per share, all of which shall be common stock of the same class.

The Corporation shall begin business with at least two shares of its common stock, of the aggregate par value of $6,000 fully paid for.

All common stock issued shall be fully paid and nonassessable. Each share of stock shall be entitled to one vote. The shareholders shall have no preemptive rights with respect to the stock of the Corporation and the Corporation may issue and sell its common stock from time to time without offering such shares to the shareholders then holding its

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common stock. Stock of the Corporation shall be issued only to doctors and surgeons duly licensed to practice in the State of Georgia.

5. INITIAL SHAREHOLDER AND INCORPORATOR. The names and post office addresses of the initial shareholder and incorporator, and the number of shares of common stock subscribed for by such incorporator is as follows:

Name	Address	Number of Shares Subscribed For
M. Michael Pulliam	4186 Mill Street Covington, Georgia 30209	4

6. BOARD OF DIRECTORS. The names and post office addresses of the initial members of the Board of Directors of the Corporation are as follows:

Name	Address
M. Michael Pulliam	4186 Mill Street, Covington, Georgia 30209
Priscilla Elaine Pulliam	4186 Mill Street, Covington, Georgia 30209

7. OFFICERS. The names and post office addresses of the initial officers of the Corporation, and the offices to which they have been elected are as follows:

Name	Address	Office
M. Michael Pulliam	4186 Mill Street Covington, Georgia 30209	President and Treasurer
Priscilla Elaine Pulliam	4186 Mill Street Covington, Georgia 30209	Secretary

8. CONTINUITY. The Corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement, or expulsion of any one or more of the shareholders or by a vacancy on the Board of Directors or by any changes in the staff of the Corporation or by the happening of any other event which under the laws of the State of Georgia would work a dissolution of a partnership. No shareholder shall have the power to dissolve the Corporation by his independent act of any kind.

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9. DURATION. The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved and terminated at any time by agreement of two-thirds of the then-existing shareholders of the Corporation at any regular meeting or at a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the Corporation, shall apply the Corporation's assets, first, to the payment of the debts of the Corporation, and, second, pro rata to the shareholders of the Corporation.

10. RIGHTS RELEASED AND RETAINED. Shareholders of the Corporation may also be employees of the Corporation and subject to its management and control in the same manner as other employees, professional or otherwise, notwithstanding their ownership of a stock interest in the Corporation. All professional employees of the Corporation and those persons who may hereafter become professional employees shall forego all claims for fees charged and collected for professional services rendered or to be rendered by them on behalf of the Corporation and shall accept in lieu thereof such compensation as may be set from time to time by the Board of Directors of the Corporation.

11. RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP.

(a) The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the Corporation by any of its shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence of such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

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(b) No shareholder may sell, assign, pledge, transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock in this Corporation to another individual without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and set forth in the Bylaws of this Corporation, and such purchaser must be duly licensed to practice medicine and surgery in the State of Georgia and actively engage in such practice unless disabled.

(c) Shares held by a deceased or retired shareholder shall, within six months after the date of death or retirement be either redeemed or cancelled by the Corporation or transferrred to a person or persons authorized to hold the shares in accordance with subdivision (b) of this Article.

Shares held by a shareholder who becomes legally disqualified from practicing as a professional doctor or surgeon shall be so redeemed, cancelled or transferred within 90 days after the disqualification becomes final.

Shares not redeemed or transferred within the required period of time shall be cancelled on the books of the Corporation at the termination of such period.

12. ADDITIONAL POWERS. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Georgia, and of the purposes and objects stated in paragraph 2, the Corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association, or corporation for the purpose of carrying on any business which the Corporation has the direct or incidental authority to pursue.

(b) To purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge,

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transfer, or otherwise dispose of (whether by operation of law or otherwise) his stock, in accordance with the Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(c) To purchase and acquire the stock owned and held by any shareholder who may die, retire, or become disqualified, in accordance with the provisions of Article II, subdivision (b) and Bylaws adopted by the shareholders of the Corporation setting forth the terms and conditions of such purchase.

(d) To enter into, for the benefit of its employees, professional or otherwise, one or more of the following: (1) A pension plan; (2) A profit-sharing plan; (3) A sick-pay plan; (4) A thrift and savings plan; (5) A medical expense plan, or (6) Other fringe benefit or incentive compensation plans.

13. BYLAWS. The dates on which the shareholders' annual meetings shall be held, the number of members of the Board of Directors and their terms of office, and the terms of office and the powers and duties of the officers shall be fixed by the Bylaws of the Corporation. The shareholders shall have power to make Bylaws for the regulation and government of the Corporation, its Board of Directors, officers, employees, agents, servants, and for all other purposes not in conflict with the laws of the State of Georgia and to further amend or alter such Bylaws at any time by the agreement of two-thirds of the shareholders present at any regular meeting or at a special meeting of the shareholders called for that purpose.

14. PURCHASE PRICE OF SHARES. The Bylaws of the Corporation shall fix a price for which the Corporation may purchase the stock of a deceased, disabled, retired, or disqualified shareholder or a shareholder whose employment by the Corporation has been terminated.

15. GENERAL MANAGEMENT AND CONTROL. Subject to such restrictions, if any, as may be set forth in the Bylaws, the Board

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of Directors shall exercise general management and control of the ness and may exercise all of the powers of the Corporation except as may be by statute, or by the Articles of Incorporation or amen thereto, or by the Bylaws as constituted from time to time, expres conferred upon or reserved to the shareholders.

16. DIVIDENDS. The Board of Directors may from time time declare dividends upon the common stock of the Corporation fr the earned surplus arising from the business of the Corporation and from the current year's earnings of the Corporation determined in accordance with generally accepted accounting principles.

17. CONTRACTS. No contract or other transaction between the Corporation and any other firm, association, or corporation shall affected or invalidated by the fact that any of the members of the Boa of Directors of the Corporation are interested in or are members, sha holders, governors, directors, or officers of such firm, association, c corporation: and no contract, act, or transaction of the Corporation wit any individual, firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Director of the Corporation are parties to or interested in such contract, act, or transaction or are in any way connected with such individual, firm, association, or corporation. Each and every individual who may become a member of the Board of Directors of the Corporation is hereby relieve from any liability that might otherwise exist by reason of contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may in any way be interested.

18. AMENDMENTS. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation at any time by the agreement of two-thirds of the then-existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights

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conferred on shareholders herein are granted subject to this reservation.

19. SEVERANCE. If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Articles of Incorporation and he does hereby declare that he would have signed and executed the remainder of these Articles without such void or illegal provision.

IN WITNESS WHEREOF, the undersigned does hereunto sign his name and affix his seal, this 29th day of July, 1980.

M Michael Pulliam

M. MICHAEL PULLIAM, M.D., P.C.

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State of Georgia

OFFICE OF SECRETARY OF STATE

I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"M. MICHAEL PULLIAM, M.D., P.C."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this 8th day of July, in the year of our Lord One Thousand Nine Hundred and Seventy XXXXX Eighty and of the Independence of the United States of America the Two Hundred and Five

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David B Poythress

Secretary of State, Ex Officio Corporation
Commissioner of the State of Georgia

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER	:	980561219
CONTROL NUMBER	:	8008160
DATE INCORPORATED	:	08/07/1980
DATE DISSOLVED	:	08/06/1996
EFFECTIVE DATE	:	02/23/1998
REFERENCE	:	0033
PRINT DATE	:	02/25/1998
FORM NUMBER	:	122

DAVID EASTMAN
114 E. PONCE DE LEON AVE.
WATKINS BLDG.
DECATUR GA 30030

CERTIFICATE OF REINSTATEMENT

I, Lewis A. Massey, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

M. MICHAEL PULLIAM, M.D., P.C.
A DOMESTIC PROFIT CORPORATION

was incorporated and later dissolved on the dates stated above. Said corporation has filed an application for reinstatement, has paid all fees and penalties due to the Secretary of State, and has filed an updated annual registration. Attached hereto is a true and correct copy of said application.

WHEREFORE, said corporation is hereby reinstated as of the effective date of this certificate, having met the requirements for reinstatement under Title 14 of the Official Code of Georgia Annotated. The corporation's reinstatement shall relate back to and take effect as of the date of the administrative dissolution and the corporation may resume its business as if the administrative dissolution had never occurred.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

Secretary of State
Lewis A. Massey

CORPORATIONS DIVISION
Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 657-1375

9803161619

DAVID EASTMAN
114 E. PONCE DE LEON AVE.
WATKINS BLDG.
DECATUR GA 30030

RESERVATION NUMBER	:	973361008
CONTROL NUMBER	:	8000160
DATE DISSOLVED	:	08/06/1996
TELEPHONE NUMBER	:	404-656-2817
AMOUNT DUE	:	$160.00
PRINT DATE	:	02/04/1998
FORM NUMBER	:	522

APPLICATION FOR REINSTATEMENT OF A DOMESTIC CORPORATION

Pursuant to the provisions of Title 14 of the Official Code of Georgia Annotated, the undersigned domestic corporation hereby applies to the Secretary of State for a certificate of reinstatement of a domestic corporation and submits the following:

M. MICHAEL PULLIAM, M.D., P.C.
A DOMESTIC PROFIT CORPORATION

Was administratively dissolved by the Office of Secretary of State on the date stated above for failure to comply with the requirements of Title 14 of the Official Code of Georgia Annotated. Grounds for the dissolution either did not exist or have been eliminated. All taxes owed by the corporation have been paid. The name, satisfying the requirements of Title 14 of the Official Code of Georgia Annotated, by which the corporation will hereafter be known is

M. MICHAEL PULLIAM, M.D., P.C.

This application must be accompanied by the annual registration coupon printed below and the amount due above which is the sum of the filing fee and the total annual fees.

Complete and return all copies of this form with a check made payable to the Secretary of State for the amount due above. This application must be signed by the Chairman of the Board of Directors, President, or other Corporate Officer.

M Michael Pulliam MD PC
SIGNATURE AND TITLE

DATE 2/11/98

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