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BURR & FORMAN LLP
(A REGISTERED LIMITED LIABILITY PARTNERSHIP
INCLUDING PROFESSIONAL CORPORATIONS)

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February 4, 1997

VIA FEDERAL EXPRESS

Florida Secretary of State, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
Attention: New Filings

Re: Articles of Incorporation for SMS Acquisition, Inc. 700002080447--5
-02/06/97--01095--001
***122.50 ***122.50

Dear Clerk:

Enclosed please find one (1) original and two (2) copies of the Articles of Incorporation for SMS Acquisition, Inc., including an acceptance by the registered agent, along with a check for \$122.50. It is my understanding that your office will return a certified copy to the incorporator. Accordingly, please return the certified copy to Allen D. Cope, 420 North 20th Street, Suite 3100, Birmingham, Alabama 35203.

If you have any question regarding this matter, please call me at (205) 458-5403. Thank you for your consideration to this matter.

Sincerely yours,

Allen D. Cope

Allen D. Cope

FILED
97FEB-6 AM10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SMS ACQUISITION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator of a corporation under the Florida General

Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation that satisfies the requirements of Section 607.0401 is:

SMS Acquisition, Inc.

SECOND: The address of the principal office and the mailing address of the corporation is: c/o Stephen R. Westenhofer, Two Chase Corporate Drive, Suite 260, Birmingham, Alabama 35244.

THIRD: The period of its duration is perpetual.

FOURTH: The purposes for which the corporation is organized are as follows:

(a) To acquire, own, manage and/or operate health care management businesses, physician networks, physician practices, and other health care businesses and to engage in all other business activity relating to the acquisition, management or operation of health care providers;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any merchantable, trading, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease,

exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

SIXTH: The address of the initial registered office of the corporation is 425 North Clyde Morris Boulevard, Daytona Beach, Florida 32114, and the name of the registered agent at such address is Adele J. Price.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name

Address

Stephen R. Westenhofer

Two Chase Corporation Drive
Suite 260
Birmingham, Alabama 35244

Elizabeth D. Welch

Two Chase Corporation Drive
Suite 260
Birmingham, Alabama 35244

Michael C. Bagley

Two Chase Corporation Drive
Suite 260
Birmingham, Alabama 35244

EIGHTH: The name and address of the incorporator is:

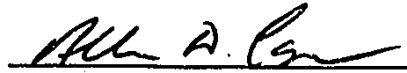
Name

Address

Allen D. Cope

Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203

Dated this 4 day of February, 1997.


Allen D. Cope
Incorporator

This document prepared by:

Allen D. Cope
Burr & Forman LLP
3100 SouthTrust Tower
420 North 20th Street
Birmingham, Alabama 35203

**ACCEPTANCE BY THE REGISTERED AGENT
AS REQUIRED IN SECTION 607.0501(3) F.S.**

The undersigned, Adele J. Price, is familiar with and accepts the obligations provided for in
Section 607.0505.

Dated: Feb. 5, 1997.

Adele J. Price

Adele J. Price
425 North Clyde Morris Boulevard
Daytona Beach, Florida 32114
(904) 239-7160

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97 FEB -6 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA