

John Y. Brown III
Secretary of State
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**ARTICLES OF INCORPORATION
OF
KENTUCKY WOMEN'S HEALTH SERVICES, P.S.C.**

The undersigned, acting as incorporator of a corporation under Chapter 274 of the Kentucky Revised Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is Kentucky Women's Health Services, P.S.C.

ARTICLE II

The total number of shares which the Corporation is authorized to issue is 1,000 common shares, having no par value per share, which shares shall have one vote per share, shall have all voting power of the Corporation and shall be without distinction as to powers, preference and rights.

ARTICLE III

The address of the initial registered office of the Corporation is 201 Walton Avenue, Lexington, Kentucky 40502, and the name of the initial registered agent at such address is Michael C. Stone. The mailing address of the Corporation's initial principal office is 150 North Eagle Creek, Suite 500, Lexington, Kentucky 40509.

ARTICLE IV

The profession to be practiced through the Corporation is medicine, including, but not limited to, obstetrics and gynecology. The name and residence of the original shareholder of the Corporation is Dr. Larry S. Butler, 50 Avenue of Champions, Nicholasville, Kentucky 40356.

ARTICLE V

Dr. Larry S. Butler, whose mailing address is 150 North Eagle Creek, Suite 500, Lexington, Kentucky 40509, is the incorporator of the Corporation.

ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of directors shall be fixed by resolution of the shareholders from time to time.

The number of directors constituting the initial Board of Directors shall be one (1) and the individual who shall serve as the initial director of the Corporation is Dr. Larry S. Butler, whose mailing address is 150 North Eagle Creek, Suite 500, Lexington, Kentucky 40509.

ARTICLE VII

To the fullest extent permitted by, and in accordance with the provisions of, the Kentucky Business Corporation Act, as the same exists or may hereafter be amended (the "Act"), the Corporation shall indemnify each director or officer of the Corporation against expenses (including attorneys' fees), judgments, taxes, penalties, fines (including an excise tax assessed with respect to an employee benefit plan) and amounts paid in settlement (collectively "Liability"), incurred by him in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which he is, or is threatened to be made, a party because he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a

director, officer, partner, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans. A director or officer shall be considered to be serving an employee benefit plan at the Corporation's request if his duties to the Corporation also impose duties on or otherwise involve services by him to the plan or to participants in or beneficiaries of the plan. To the fullest extent authorized or permitted by, and in accordance with the provisions of, the Act, the Corporation shall pay or reimburse expenses (including attorneys' fees) incurred by a director or officer who is a party to a proceeding in advance of final disposition of such proceeding.

The indemnification against Liability and advancement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any By-Law, agreement, action of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the Corporation, or who, while a director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust employee benefit plan or other enterprise, against Liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same Liability under the provisions of this Article VII or the Act.

Any repeal or modification of this Article VII by the Board of Directors or shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation under this Article VII with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of his duties as a director, provided that this provision shall not eliminate or limit the liability of a director for the following: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or (iv) for any transaction from which the director derived an improper personal benefit. This Article VIII shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of his heirs, executors and administrators.

ARTICLE IX

Any action, except the election of directors, required or permitted to be taken at a shareholders' meeting may be taken without a meeting and without prior notice except as provided in this Article, if the action is taken by shareholders entitled to vote on the action representing not less than eighty percent (80%), or such higher percentage as may be required by the Act, of the votes entitled to be cast. Action taken under this Article shall be evidenced by one (1) or more written consents describing the

action taken, signed by the shareholders taking the action, and delivered to the corporation for inclusion in the minutes or filing with corporate records.

Action taken under this Article shall be effective when consents representing the votes necessary to take the action under this section are delivered to the corporation, or upon delivery of the consents representing the necessary votes, as of a different date if specified in the consent. Prompt notice of the taking of any action by shareholders without a meeting under this Article by less than unanimous written consent shall be given to those shareholders entitled to vote on the action who have not consented in writing.

If the Act requires that notice of proposed action be given to nonvoting shareholders and the action is to be taken by consent of the voting shareholders under this Article, the corporation shall give its nonvoting shareholders and voting shareholders whose consent is not solicited, written notice of the proposed action at least ten (10) days before the action is taken. The notice shall contain or be accompanied by the same material that, under the Act, would have been required to be sent to nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders for action.

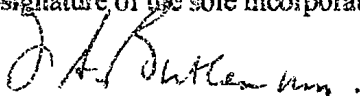
ARTICLE X

If any provision of these Articles of Incorporation or its application to any person or circumstances is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these Articles of Incorporation that can be given effect without the invalid provision or application, and to this end the provisions of these Articles of Incorporation are severable.

ARTICLE X

Each incorporator, each of the shareholders, not less than one-half (1/2) of the directors, and each of the officers other than the secretary and treasurer is a qualified person within the meaning of Chapter 274 of the Kentucky Revised Statutes.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 5th day of June, 2003.



Dr. Larry S. Butler, Incorporator

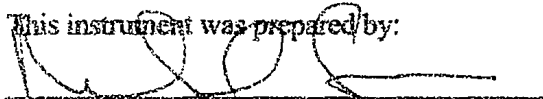
Registered Agent Consent

The undersigned hereby consents to his appointment as registered agent for the above mentioned professional service corporation.



Michael C. Slone

This instrument was prepared by:



Michael C. Slone
Slone & Benton PSC
201 Walton Avenue
Lexington, KY 40502
(859) 252-6600

SLONE & BENTON PSC
Attorneys at Law

MICHAEL C. SLONE
JOSEPH C. BENTON*

201 Walton Avenue
Lexington, KY 40502-1451
859-252-6600
Fax 859-252-1388

*Also admitted in Tennessee

June 5, 2003

Kentucky Secretary of State
Corporations Division
700 Capitol Ave., Suite 154
Frankfort, KY 40601

Re: Kentucky Women's Health Services, P.S.C.

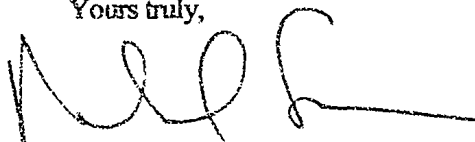
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Kentucky Women's Health Services, P.S.C., with one original and two copies, and a check in the amount of \$50.00 payable to the Kentucky State Treasurer for filing fees and organizational tax.

Please return the file-stamped documents to me at your earliest convenience.

If you have any questions, please call at the number indicated above. Thank you for your assistance.

Yours truly,

A handwritten signature in black ink, appearing to read 'M. Slone', with a long horizontal flourish extending to the right.

Michael C. Slone

Encls.