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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

AUG 9 2007

By AMF

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11-33952

PROFESSIONAL SERVICE CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Adult Primary Care & Pulmonary Medicine, P.C.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The profession to be practiced through the professional service corporation is medical services

3. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 8,000

or

(b) If more than one class: Total number of shares of each class

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

4. The address of the initial registered office of the corporation is Nixon Peabody LLP, One Citizens Plaza, Suite 500
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is Stephen D. Zubiago, Esq.
(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.

6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Exhibit A attached hereto

Multiple horizontal lines for additional provisions.

8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Stephen D. Zubiago, Esq.	Nixon Peabody LLP, One Citizens Plaza, Suite 500
	Providence, Rhode Island 02903

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 8/9/07

Stephen D. Zubiago

Signature of each Incorporator

EXHIBIT A

Article SEVENTH: No director of the Corporation shall be liable to the Corporation or to its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article SEVENTH shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Sec. 7-1.2-811 (as in effect or as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit unless said transaction is permitted by R.I.G.L. Sec. 7-1.2-807 (as in effect or as hereafter amended). If the Rhode Island General laws are amended after the adoption of this Article SEVENTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Laws, as so amended. Neither the amendment nor repeal of this Article SEVENTH nor the adopting of any provision of these Articles of Incorporation inconsistent with this Article SEVENTH shall eliminate or reduce the effect of this Article SEVENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.



560 Davis Street, 2nd Floor • San Francisco, California 94111
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CERTIFICATE OF INSURANCE

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy listed below.

Certificate Holder Secretary of State 100 North Main Street Providence, Rhode Island 02904		Name and Address of Insured Adult Primary Care and Pulmonary Medicine, PC 175 Nate Whipple Highway Cumberland, Rhode Island 02864	
Current Medical Specialty: Internal Medicine- No Surgery		The above Insured is: <input type="checkbox"/> Named Insured <input checked="" type="checkbox"/> Insured <input type="checkbox"/> Locum Tenens	
Policy Number	Insured's Effective Date	Insured's Expiration Date	Insured's Retroactive Date
602874	01/01/07	01/01/08	07/31/90
Coverage and Limits of Liability and Reimbursement Provided <input checked="" type="checkbox"/> Shared Limits of Liability and Reimbursement <input type="checkbox"/> Separate Limits of Liability and Reimbursement			
<input checked="" type="checkbox"/> COVERAGE A: Professional Liability Insurance – Claims Made <input checked="" type="checkbox"/> COVERAGE B: Limited Professional Office Practices Liability Insurance – Claims Made If both Coverage A and Coverage B are checked, they share in the Limits of Liability specified below.			
LIMITS OF LIABILITY: \$1,000,000 Each Claim \$3,000,000 Aggregate Limit per Policy Period		DEDUCTIBLE: \$ NIL Each Claim \$ NIL Aggregate per Policy Period	
<input checked="" type="checkbox"/> COVERAGE C: Physicians Administrative Defense Reimbursement Coverage – Claims Made \$30,000 Each Administrative Proceeding or Employment-Related Civil Action \$30,000 Aggregate Limit per Policy Period			
This is certify that the policy of insurance listed above has been issued to the insured named above for the period indicated subject to payment of all billed premiums by the due date specified and all terms, conditions, and exclusions of the policy. It is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage, declination of issuance, or cancellation before the expiration date. Failure by the insured to provide such notice shall impose no obligation or liability of any kind upon NORCAL, its agents, or representatives.			
By: NORCAL Mutual Insurance Company		Issue Date: 8/09/07	
 James Sunseri President		 David R. Holley, M.D. Secretary	