

Filing Fee: \$50.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

CERTIFICATE OF CORRECTION

FILED

NOV 07 2008

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72685

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

1. The name of the corporation is:
Cardiovascular Institute of New England, P.C.
2. The document to be corrected is Articles of Incorporation
3. The document being corrected was originally filed on August 7, 2008
4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement:
This corporation is not a close corporation pursuant to Section 7-12-1701 of the General Laws, 1958, as amended.

5. The corrected portion of the document states as follows:
Section 1 of the Articles of Incorporation is hereby corrected in the form attached to remove the reference to close corporations.

6. The document attached to this certificate is the corrected document.
7. This Certificate of Correction 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 declare and affirm that I have examined this Certificate of Correction, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: November 7, 2008

Signature of Authorized Officer of the Corporation

Joseph Mazza
Joseph Mazza, M.D.

Type or Print Name of Authorized Officer

Filing and License Fee: \$230.00 minimum

ID Number: _____



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148 W. River Street
Providence, Rhode Island 02904-2615

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By hmf
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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 Cardiovascular Institute of New England, 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 medicine

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

(a) If only one class: Total number of shares _____

or

(b) If more than one class: Total number of shares of each class 100 Class A Common voting
and 100,000 Class B Common non-voting

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:

See attached Exhibit A.

4. The address of the initial registered office of the corporation is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its initial registered agent
(City/Town) (Zip Code)

at such address is Corporation Service Company
(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 attached Exhibit A.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

8. The name and address of each incorporator is:

Name

Address

Joseph Mazza, M.D.m 8 Jasons Grant Dr., Cumberland, RI 02864

Thomas Noonan, M.D., 5 Burke Rd., Medfield, MA 02052

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

Date: July 14, 2008

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.

herein are true and correct

Signature of each Incorporator

EXHIBIT A

Article THIRD, Item (b)

The Corporation shall have two classes of Common Stock: Class A Voting Common Stock ("Class A Shares") and Class B Non-Voting Common Stock ("Class B Shares").

At every meeting of the shareholders every shareholder of the Corporation having the right to vote shall be entitled to one vote for every Class A Share standing in his or her name on the books of the Corporation, except that no share of stock shall be voted if any installment of the subscription thereof has been duly demanded as required by law, and is overdue and unpaid. The holders of Class B Shares shall not have voting rights associated with such shares.

The Class A Shares and Class B Shares shall have the same financial rights in the Corporation, including to dividends and distributions, and to proceeds upon sale, liquidation or dissolution.

Article SEVENTH

Except as otherwise provided herein or in the Bylaws of the Corporation, directors of the Corporation may be removed only for cause by the shareholders.

No director of the Corporation shall be liable to the Corporation or to its shareholders 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 shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) in connection with 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 adoption 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.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

