

EXHIBIT A
TO ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VIEIRA & DIGIANFILIPPO LTD.

- (a) **Provisions for Regulation of Internal Affairs of Corporation.** Such provisions as are contained in the By-Laws for the corporation as on file with the registered agent of the corporation (“By-Laws”).
- (b) **Board of Directors.** There shall be a Board of Directors consisting of at least two (2) Directors and no more than of three (3) Directors, regardless of the number of shareholder(s). The Directors shall be elected by the shareholder(s) in accordance with the applicable provisions of the By-Laws and Chapter 7-1.2 of the General Laws of Rhode Island, 1956, as amended, and may be removed by the shareholder(s), with or without cause, in accordance with the applicable provisions of the By-Laws and said Chapter 7-1.2 of the General Laws of Rhode Island. The Directors shall have general control and management of all the business and property of the corporation in accordance with the applicable provisions of the By-Laws and said Chapter 7-1.2 of the General Laws of Rhode Island. All Directors shall be authorized to practice as a podiatrist and shall be actively employed by the Corporation in that practice.
- (c) **Officers.** The Officers of the corporation are:
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|------------------------|--------------------------|
| <u>President:</u> | Daniel J. Vieira |
| <u>Vice President:</u> | Stephen J. DiGianfilippo |
| <u>Treasurer:</u> | Daniel J. Vieira |
| <u>Secretary:</u> | Stephen J. DiGianfilippo |
- All Officers shall be authorized to practice law and shall be actively employed by the Corporation in that practice.
- (d) **No Personal Liability.** To the fullest extent allowable by law, no Director shall have any personal liability for breach of duty in connection with the exercise or non-exercise of the powers and discretions vested in the Board of Directors.
- (e) **Issuance of Common Shares.** Common shares may be issued for such consideration as is determined from time to time by the shareholder(s) in accordance with the By-Laws. Shareholders may only be individuals authorized to practice as an attorney-at-law and shall be actively employed by the Corporation in that practice.

- (f) **Transfer of Common Shares.** No transfer of common shares of the corporation shall be valid unless the transfer is approved of by all of the shareholders and otherwise complies with the By-Laws.
- (g) **Preemptive Rights.** The corporation elects to have preemptive rights. Shareholders preemptive rights shall be governed by the principles provided in Section 7-1.2-613(b) of the General Laws of Rhode Island.
- (h) **No Annual Meeting Required.** Except as may otherwise be required by law or by the provisions of the By-Laws, the corporation need not hold an annual meeting of the shareholders.



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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

