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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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2011 OCT 28 PM 2:22

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

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

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

(a) If only one class: Total number of shares Two Hundred Seventy Five Thousand (275,000)

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:

None.

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4. The address of the initial registered office of the corporation is:

1536 Westminster Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02909

(Zip Code)

and the name of its initial registered agent at

such address is Robert A. Peretti, 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.

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".

8. The name and address of each incorporator is:

Name

Address

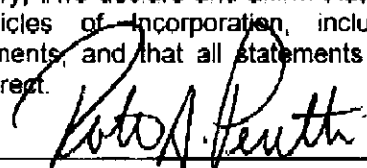
Robert A. Peretti, Esq.

1536 Westminster Street, Providence, RI 02909

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 Upon 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: October 28, 2011



Signature of each Incorporator

EXHIBIT "A"

to the Articles of Incorporation of Dr. Dental of Warwick, P.C.

ARTICLE 7

A. RESTRICTIONS ON THE TRANSFER OF COMMON STOCK

Shares of stock shall be issue or voluntarily transferred only to persons who are duly registered to practice dentistry within the State of Rhode Island, and no shares shall be issued by or transferred upon the books of this Corporation unless there has first been filed with the Secretary of the Corporation a Certificate by the Board of Registration of Dental Examiners stating that the person to whom the shares are to be issued or transferred is duly licensed to practice dentistry within the State of Rhode Island. Any share issued or transferred in violation of this section shall be null and void.

Upon the disqualification from the practice of dentistry or the death of any stockholder, unless he or she is the sole stockholder, his or her shares of stock in the Corporation shall be purchased by the remaining stockholders or redeemed by the Corporation at a price determined by the Directors as provided in the By-Laws. Upon the disqualification or death of the sole stockholder of the Corporation, his or her shares of stock shall be cancelled and the net assets of the Corporation, (after provision for all liabilities then due or accrued and the establishment of a reasonable reserve for unforeseen liabilities and obligations), shall be distributed to the disqualified stockholder, or the heirs, executors, administrators or other legal representatives of the deceased stockholder, as the case may be, and the Corporation shall continue in business of the disqualified stockholder, or the heirs, executors, administrators or other legal representatives of the deceased stockholder, as the case may be, accomplish the sale of said shares to a person duly registered to practice dentistry in the State of Rhode Island.

Subject to the foregoing, any Stockholder, including the heirs, assigns, executors, or administrators of a deceased Stockholder, desiring to sell or transfer such stock owned by him, her or them, shall first offer such stock to the Corporation through the Board of Directors in the following manner:

He/she shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him/her in writing name a second arbitrator, and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or by report of the arbitrators as to the value of the stock, the Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he/she may see fit during the ensuing thirty days.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE 7

B. LIMITED LIABILITY OF DIRECTORS

The Directors may make, amend, or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or the By-Laws requires action by the Stockholders. Meeting of the Stockholders of the Corporation may be held anywhere in the United States.

The Directors of the Corporation and all of the Officers of the Corporation except the Assistant Treasurer and the Assistance Secretary shall be duly licensed and registered to practice dentistry in the State of Rhode Island.

The Corporation may own real and personal property necessary or appropriate for the rendering of its dentistry services and may invest its funds in real estate, mortgages, stocks, bonds or any other type of investment. The Corporation may be a general or limited partner, a joint venture or a stockholder in any business enterprise, and may be the Incorporator of other corporations, which it would have the power to conduct by itself.

The personal liability of a Director to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director is eliminated, notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate 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 for a knowing violation of law including but not limited to Title 7 of the R.I. General Laws (iii) for any transaction from which the Director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

EASTERN DENTISTS INSURANCE COMPANY
(A Dental Society Risk Retention Group)
PROFESSIONAL LIABILITY

DECLARATIONS PAGE

Policy Number: CM10-07472-7472

Named Insured:
Julia Faigel, DMD

Mailing Address:
Milton Dental Office PC
480 Adams St
Milton, MA 02186

The Named Insured is: Individual

Policy Period

Inception Date 11/13/2010 to 11/13/2011 12:01 AM standard time at the address of the named insured
as stated herein.

Retroactive Date: 4/29/2002.

Limits of Insurance:

\$2,000,000 each claim
\$6,000,000 annual aggregate.

\$5,000 medical payments

Defense Coverages:

Disciplinary and Licensure Defense
Sexual Harassment and Molestation
\$50,000 each claim/\$50,000 aggregate

Policy Form: Claims Made

Class: 1

THE INSURANCE AFFORDED IS ONLY WITH RESPECT TO THOSE COVERAGES LISTED

ITEM	ANNUAL PREMIUM
Named Insured	\$2,896.00
Vicarious Liability for Any and All non-Dentist Employees	N/C
Additional Insured-Hygienists/Assistants(shared limits)# 2	\$100.00
Risk Management Discount	\$(144.80)
TOTAL PREMIUM	\$2,851.20

PLCMSC

Countersignature Date: 11/16/2010
At Westborough, Massachusetts
Worcester County

By: 

THIS IS NOT YOUR INVOICE. THE INVOICE IS ENCLOSED WITH YOUR POLICY.

October 28, 2011

Secretary of State of RI
Corporations Division
148 West River Street
Providence, RI 02904

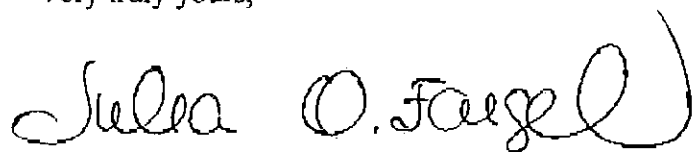
RE: Dr. Dental of Warwick, P.C.

Dear sir or Madam:

Please be advised that the Undersigned, **Julia O. Faigel, DMD**, is the sole shareholder, officer and director of the above-named corporation, who's Articles of Incorporation are being filed with your office simultaneously herewith.

I trust that this statement will suffice for your purposes. If additional information is required, kindly contact our attorney and Registered Agent, Robert A. Peretti, Esq., 1536 Westminster Street, Providence, RI 02909 (401) 273-7747.

Very truly yours,

A handwritten signature in black ink that reads "Julia O. Faigel". The signature is written in a cursive, flowing style with a large loop at the end.

Julia O. Faigel, DMD



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

