

**State of Rhode Island and Providence Plantations**  
**BUSINESS CORPORATION**

**ORIGINAL ARTICLES OF INCORPORATION**

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is SILVER SPRING HEALTH CARE  
MANAGEMENT, INC.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) ~~Article 10 Chapter 7-1.1~~

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in the business of managing and brokering health care ventures, physicians' practices and any business incidental thereto, and to engage in and carry on any lawful act or activity for which corporations may be organized under the Rhode Island Business Corporation Act.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

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

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

\$1.00

or

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

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

Shareholders shall have no preemptive rights.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

Provisions for the regulation of the internal affairs of the corporation are set forth on Exhibit A attached hereto.

SEVENTH. The address of the initial registered office of the corporation is  
2700 Hospital Trust Tower, Providence, RI 02903 (add Zip Code)  
and the name of its initial registered agent at such address is:  
Jeffery M. Alexander, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is None and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Ralph Misto (President)	100 Kenyon Ave., Wakefield, RI 02879
Lizbeth M. Edelman (Secretary)	100 Kenyon Ave., Wakefield, RI 02879
Philip E. Tracy (Treasurer)	100 Kenyon Ave., Wakefield, RI 02879

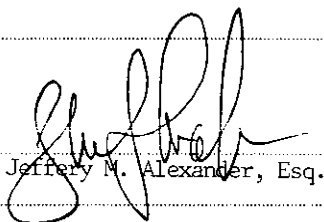
NINTH. The name and address of each incorporator is:

Name	Address
Jeffery M. Alexander, Esq.	2700 Hospital Trust Tower, Providence, RI 02903

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

upon filing of these articles

Dated June 10, 19 91

  
Jeffery M. Alexander, Esq.

STATE OF RHODE ISLAND } In the City } of Providence  
COUNTY OF Providence } ~~Town~~ }

in said county this 10th day of June, A.D. 1991  
then personally appeared before me Jeffery M. Alexander, Esq.

~~each and all~~ known to me and known by me to be the <sup>party</sup> ~~parties~~ executing the foregoing  
instrument, and ~~they severally~~ <sup>he</sup> acknowledged said instrument by ~~them~~ <sup>him</sup> subscribed to be  
~~their~~ <sup>his</sup> free act and deed.

*Renee O. Leclerc*  
Notary Public  
RENEE O. LECLERC  
My Commission Expires June 30, 1991

RECEIVED  
SECRETARY OF STATE  
CORRESPONDENCE  
JUN 10 3 46 PM '91  
Rec'd & Filed JUN 10 1991  
AMT 60814

✓ 64603

2477

## EXHIBIT A

Article SIXTH: 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 SIXTH 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. Section 7-1.1-43 (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. Section 7-1.1-37.1 (as in effect or as hereafter amended). If the Rhode Island General Laws are amended after the adoption of this Article SIXTH 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 SIXTH nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.