

Filing Fee: \$150.00

ID Number: 121804



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

FILED

DEC 14 2001

By [Signature]

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
DEC 14 9 15 AM '01

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:

1. The name of the corporation is EGP, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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

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

General practice of medicine and pediatric practice of medicine and any and all lawful

business for which corporations may be incorporated under the Rhode Island Business

Corporation Act. § 7-5.1

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

(a) If only one class: Total number of shares: 1000 (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.):

Common Voting - No Par Value

(b) If more than one class: Total number of shares or (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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.):

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

See Exhibit "A" attached

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

See Exhibit "B" attached

7. The address of the initial registered office of the corporation is The Owen Building, 101 Dyer Street

Providence

, RI 02903

(Street Address, not P.O. Box)

and the name of its initial registered agent

at such address is (City/Town)

Andrew W. Davis, Esq.

(Zip Code)

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is Two(2) 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 Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title

Name

Address

President

Bonnie Reibman

455 Wayland Avenue, Providence, RI 02906

Vice President

Claire Flanagan

131 York Road, Mansfield, MA 02048

Treasurer

Bonnie Reibman

455 Wayland Avenue, Providence, RI 02906

Secretary

Claire Flanagan

131 York Road, Mansfield, MA 02048

Director

Bonnie Reibman

455 Wayland Avenue, Providence, RI 02906

Director

Claire Flanagan

131 York Road, Mansfield, MA 02048

9. The name and address of each incorporator is:

Name

Address

Andrew W. Davis

The Owen Building, 101 Dyer Street, Providence, RI 02903

10. Date when corporate existence is to begin upon filing.

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date:

December 13, 2001

Signature of each Incorporator

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

In PROVIDENCE

, on this

13th

day of

December, 2001

, personally

appeared before me

ANDREW W. DAVIS

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally

acknowledged said instrument by them subscribed to be their free act and deed.

Notary Public

My Commission Expires:

August 14, 2005

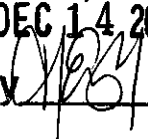
EXHIBIT "A"

ARTICLE FIFTH

1. The shareholders shall not dispose of all or any part of their stock of the corporation, now owned or hereafter acquired by them, without first giving to the other shareholders and the corporation at least thirty (30) days written notice by certified mail of his or its intention to sell or dispose of stock. The notice shall contain the price at which the shareholder is willing to dispose of the stock, the name and address of the person to whom the shareholder intends to transfer the stock if the offer is not accepted by the corporation. Within the thirty (30) day period, a special meeting of the shareholders shall be called by the corporation. At such meeting all the stock of the shareholder desiring to make any such disposition shall be offered for sale and shall be subject to an option to purchase on the part of the corporation which option shall be exercised, if at all, at the time of such meeting. The shareholder offering the stock shall not be entitled to vote at any meeting called for the purpose of considering such offer. The purchase price by the corporation shall be at the lowest price at which the offering shareholder is willing to dispose of his or its stock, and such purchase price shall be payable in cash or by certified or bank check within sixty (60) days of the exercise of the option.

2. If all the stock of the offering shareholder is not purchased by the corporation in accordance with the provisions of Section 1 of this Article Fifth, then the stock not so purchased shall be offered for sale and shall be subject to an option to purchase on the part of the other shareholders, such option shall be exercised, if at all, at the time of the meeting of shareholders called pursuant to the provisions of Section 1. The purchase price and the payment of the purchase price shall be as provided in Section 1.

3. If all the stock of the offering shareholder is not purchased by the corporation or the other shareholders or by both in accordance with the provisions in Sections 1 and 2 of this Article Fifth, then all restrictions imposed on the transfer of such stock by this agreement shall forthwith terminate, provided, however, that if the offering shareholder does not dispose of his or its stock in accordance with the notice given to the corporation and shareholders within six (6) months after the shareholders' meeting held to consider the shareholder's offer, the offering shareholder must again comply with the provisions of this Article Fifth.

FILED
DEC 14 2001
By 

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
DEC 14 9 15 AM '01

EXHIBIT "B"

ARTICLE SIXTH

For the regulation of the business and the conduct of the affairs of the corporation, it is further provided

1. The Corporation shall, to the fullest extent permitted by the Rhode Island Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify, and, in connection therewith, to purchase and maintain insurance, under said Act, from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Act, and the indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, agent, or stockholder, and shall inure to the benefit of the heirs, executors and administrators of such a person.

2. Except for those actions excluded by the provisions of the Rhode Island Business Corporation Act, any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting thereon if the shareholders who so consent would be entitled to cast at least the minimum number of votes which would be required to take such action at a meeting at which all shareholders entitled to vote thereon were present. In the event of such written action, prompt notice of such action shall be given to all shareholders who would have been entitled to vote upon the action if such meeting were held.

3. Shares of the capital stock of this corporation shall be issued only to persons who are duly registered to practice medicine by the State of Rhode Island. No share or shares of the capital stock of this corporation shall be transferred to any person or persons who is not duly licensed to practice medicine by the State of Rhode Island, nor shall any such share or shares be issued by or transferred upon the books of this corporation, unless there has been filed with the Secretary of this corporation a certificate issued by the Board of Examiners for Medicine for the State of Rhode Island stating that the person to whom the shares are to be issued or the transfer is to be made is duly licensed to practice medicine by the State of Rhode Island. Any share issued or transferred in violation of this provision shall be null and void.



ProMutualGroup

ProSelect Insurance Company

**PARTNERSHIP AND CORPORATION MEDICAL PROFESSIONAL
LIABILITY
Group Schedule**

POLICY NUMBER: 2-11494
FORMER POLICY NUMBER: N/A

NAMED INSURED AND ADDRESS:
East Greenwich Pediatrics
1285 South County Trail
East Greenwich, RI 02818-

PMG ID#: 51946

PRODUCER: PMG ID#: RI0002
Starkweather & Shepley, Inc.
P.O. Box 549
Providence, RI 02901-0549

POLICY PERIOD: 1/1/01 to 1/1/02
At 12:01 A.M. Standard Time at Named Insured address above.

DESCRIPTION OF INSURED:
Group

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS
POLICY, THIS SCHEDULE AMENDS THE POLICY DECLARATIONS TO PROVIDE THE INSURANCE
COVERAGE STATED IN THIS POLICY FOR THOSE INDIVIDUALS SCHEDULED BELOW.

SCHEDULED PRACTITIONERS:

NAME: Kevin McGibney, M.D.

REFER ID: 51947

CLASS CODE & DESCRIPTION: 80267 No Surgery, Pediatrics

RETROACTIVE DATE: 7/1/95

SUPPLEMENTARY PAYMENTS RETROACTIVE DATE: 1/1/01

LIMIT OF LIABILITY: \$2,000,000 Per Claim \$6,000,000 Annual Aggregate

NAME: Claire Flanagan, M.D.

REFER ID: 6303

CLASS CODE & DESCRIPTION: 80267 No Surgery, Pediatrics

RETROACTIVE DATE: 7/1/83

SUPPLEMENTARY PAYMENTS RETROACTIVE DATE: 1/1/01

LIMIT OF LIABILITY: \$2,000,000 Per Claim \$6,000,000 Annual Aggregate

NAME: Bonnie Reibman, M.D.

REFER ID: 51949

CLASS CODE & DESCRIPTION: 80267 No Surgery, Pediatrics

RETROACTIVE DATE: 7/18/81

SUPPLEMENTARY PAYMENTS RETROACTIVE DATE: 1/1/01

LIMIT OF LIABILITY: \$2,000,000 Per Claim \$6,000,000 Annual Aggregate

Maureen V. Allegretto

COO, Sr. VP

Asst. Sec.

THIS IS NOT A BILL. THE BILL WILL FOLLOW SHORTLY.