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ID Number:

111205

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

**ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)**

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 Rhode Island Orthodontic Group, 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:

To provide orthodontic services to patients requesting such services and to carry on any business and to enjoy all rights and powers granted by the State of Rhode Island to a professional service corporation organized and operated pursuant to Chapter 7-5.1 and Chapter 7-1.1 of the Rhode Island General Laws as incorporated therein and as amended from time to time.

4. 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 \$0.01 par value (If the authorized shares are to consist of one class only state the par value of such shares or a statement that that all of such shares are to be without par value.):

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 that 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 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 buy 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:

None

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CORPORATIONS DIV.
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6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See attached Exhibit A

7. The address of the initial registered office of the corporation is Brown, Rudnick, Freed & Gesmer, One Providence Washington Plaza, Providence, RI 02903 and the name of its initial registered agent at such address is William A. Farrell.

8. The number of directors constituting the initial board of directors of the corporation is three (3) 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 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 offices until the first annual meeting of shareholders or until their successors be elected and qualify.)

<i>Title</i>	<i>Name</i>	<i>Address</i>
<u>President</u>	<u>John S. Kacewicz, D.M.D.</u>	<u>220 Narragansett Bay Avenue, Warwick, RI 02889</u>
<u>Vice Pres.</u>	<u>John M. Underhill, D.D.S.</u>	<u>87 Henry Case Way, Wakefield, RI 02879</u>
<u>Secretary</u>	<u>Brad J. Turchetta, D.M.D.</u>	<u>185 Post Road, Warwick, RI 02886</u>
<u>Treasurer</u>	<u>Brad J. Turchetta, D.M.D.</u>	<u>185 Post Road, Warwick, RI 02886</u>

9. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
<u>William A. Farrell, Esq.</u>	<u>Brown, Rudnick, Freed & Gesmer</u> <u>One Providence Washington Plaza</u> <u>Providence, RI 02903</u>

10. Date when corporate existence to begin: upon filing
(not prior to, nor more than 30 days after filing of these articles of incorporation)

Dated March 1, 2000

William A. Farrell

FILED

MAR 01 2000

BY 2239477

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

Signature of each Incorporator

In Providence, on this 1st day of March, 2000, personally appeared before me William A. Farrell, known to me, and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.

Patricia A. Ochteau
Notary Public

My Commission Expires: 6-27-01

PATRICIA A. OCTEAU

My Commission Expires 6-27-01

ARTICLES OF INCORPORATION

RHODE ISLAND ORTHODONTIC GROUP, INC.

ARTICLE VI

Exhibit A

The other lawful provisions for the conduct and regulation of business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation, or of its directors or stockholders, or any class of stockholders, are set forth in this Article VI.

a. **By-Laws.** The By-laws may provide that 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.

b. **Meetings.** Meetings of the stockholders of the Corporation may be held anywhere in the United States.

c. **Acting as Partner.** The Corporation may be a general or limited partner in any business enterprise it would have power to conduct by itself.

d. **Indemnification.** The Corporation may provide, either in the Corporation's By-laws or by contract, for the indemnification of directors, officers, employees and agents, by whomever elected or appointed, to the full extent presently permitted by law; provided, however, that if applicable law is hereafter modified to permit indemnification in situations where it was not theretofore permitted, then such indemnification may be permitted to the full extent permitted by such law as amended.

e. **Transactions with Interested Persons.** The By-laws may contain provisions providing that no contract or transaction of the Corporation shall be void or voidable by reason of the fact that any officer, director or stockholder of the Corporation may have held an interest therein.

f. **Elimination of Directors' Personal Liability.** No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate or limit the liability of a director for:

(i) any breach of the director's duty of loyalty to the Corporation or its stockholders,

(ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,

(iii) liability under Section 7-1.1-43 of the Rhode Island General Laws (as in effect or as hereafter amended), or

(iv) any transaction from which the director derived an improper personal benefit, unless said transaction is permitted by Section 7-1.1-37.1 of the Rhode Island General Laws.

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, Subsection f, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article SIXTH, subsection f, shall eliminate or reduce the effect of this Article SIXTH, Subsection f, in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, Subsection f, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

AMERICAN ASSOCIATION OF ORTHODONTISTS INSURANCE COMPANY
(A Risk Retention Group)
P.O. Box 308, Montpelier, VT 05601

ORTHODONTIST PROFESSIONAL LIABILITY DECLARATIONS

PRODUCER

Jardine Group Services Corporation
300 So. Wacker Dr., Ste. 700
Chicago IL 60608

POLICY NUMBER : PLO96RI00005-04

RENEWAL OF NUMBER:

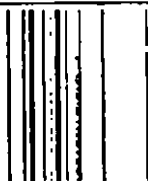
NAMED INSURED AND MAILING ADDRESS

Dr. John M. Underhill and John S. Kaciewicz, DMD and Wickford Orthodontics, Inc.
24 Salt Pond Rd., Ste. A-3
Wakefield RI 02879

THE NAMED INSURED IS: A Partner in a Partnership

The NAMED INSURED is duly registered and licensed to practice as an orthodontist under the laws of all jurisdictions in which he/she practices

POLICY PERIOD FROM: 04/23/99 TO: 04/23/00
AT 12:01 A.M. STANDARD TIME AT YOUR MAILING ADDRESS SHOWN ABOVE



LIMITS OF COVERAGE

EACH OCCURRENCE LIMIT	\$1,000,000
GENERAL AGGREGATE LIMIT	\$3,000,000

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS POLICY, WE AGREE WITH YOU TO PROVIDE THE COVERAGES AS STATED IN THIS POLICY.

PREMIUM: \$1,899.00

PATIENT CONTRIBUTION FUND (IN. & LA. Only):

CAPITAL CONTRIBUTION: \$56.97

FORMS AND ENDORSEMENT(S) MADE A PART OF THIS POLICY AT TIME OF ISSUE:

AAOIC-PLO (6/95)

SIGNED 4/8/99 DATE

BY

(AUTHORIZED REPRESENTATIVE)

THESE DECLARATIONS TOGETHER WITH THE COVERAGE FORM(S), AND ENDORSEMENTS, IF ANY, ISSUED TO FORM A PART THEREOF, COMPLETE THE ABOVE NUMBERED POLICY.

This policy is issued by your risk retention group. Your risk retention group may not be subject to all of the insurance laws and regulations of your state. State insurance insolvency guaranty funds are not available for your risk retention group.

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AAOIC-PL (2/98)
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AMERICAN ASSOCIATION OF ORTHODONTISTS INSURANCE COMPANY
(A Risk Retention Group)
P.O. Box 306, Montpelier, VT 05601

ORTHODONTIST PROFESSIONAL LIABILITY DECLARATIONS

PRODUCER

Jardine Group Services Corporation
300 So. Wacker Dr., Ste 700
Chicago

IL 60606

POLICY NUMBER: PLC98R0001402

RENEWAL OF NUMBER:

NAMED INSURED AND MAILING ADDRESS

Dr. Brad J. Turchetta
1865 Paul Rd
Warwick

RI 02886

THE NAMED INSURED IS: A Shareholder in a Professional Corporation
The NAMED INSURED is duly registered and licensed to practice as an orthodontist under the laws of all jurisdictions in which he/she practices

POLICY PERIOD FROM 07/01/98 TO 07/01/00 RETROACTIVE DATE 07/01/98
AT 12:01 A.M. STANDARD TIME AT YOUR MAILING ADDRESS SHOWN ABOVE

THIS IS A CLAIMS MADE POLICY. Except as otherwise provided herein, this policy covers only claims first made against the insured during the Policy Period.
Please read carefully.

LIMITS OF COVERAGE

EACH OCCURRENCE LIMIT \$1,000,000
GENERAL AGGREGATE LIMIT \$3,000,000

IN RETURN FOR THE PAYMENT OF THE PREMIUM AND SUBJECT TO ALL THE TERMS OF THIS POLICY, WE AGREE WITH YOU TO PROVIDE THE COVERAGES AS STATED IN THIS POLICY.

PREMIUM: \$600.75

PATIENT CONTRIBUTION FUND (IN. & LA. Only):

CAPITAL CONTRIBUTION: \$50.00

FORMS AND ENDORSEMENT(S) MADE A PART OF THIS POLICY AT TIME OF ISSUE:

AAOIC-PLCM(1/88)

AAOIC-EB(3/88)

SIGNED 5/27/98 BY 
DATE (AUTHORIZED REPRESENTATIVE)

THESE DECLARATIONS TOGETHER WITH THE COVERAGE FORM(S), AND ENDORSEMENTS, IF ANY, ISSUED TO FORM A PART THEREOF.
COMPLETE THE ABOVE NUMBERED POLICY.

This policy is issued by your risk retention group. Your risk retention group may not be subject to all of the insurance laws and regulations of your state. State insurance insolvency guaranty funds are not available for your risk retention group.

AAOIC-PL (2/98)