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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 Mineral Spring Pediatrics, 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 engage in the practice of pediatric medicine and to transact any and all other
lawful business for which corporations may be incorporated under Title 7,
Chapter 5.1 of the Rhode Island General Laws as the same may be 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 (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.):

\$0.01 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 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:

The shareholders shall have no preemptive rights.

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

See Exhibit A attached hereto.

7. The address of the initial registered office of the corporation is One Citizens Plaza

Providence, RI 02903 (Street Address, not P.O. Box) and the name of its initial registered agent at such address is Stephen D. Zubiago, c/o Nixon Peabody LLP (City/Town) (Zip Code) (Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
	<u>Miguel Fuentes, MD</u>	<u>967 Mineral Spring Ave, N. Providence, RI</u>
	<u>Teresa Jeraldo, MD</u>	<u>967 Mineral Spring Ave, N. Providence, RI</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Stephen D. Zubiago</u>	<u>c/o Nixon Peabody LLP, One Citizens Plaza</u> <u>Providence, RI 02903</u>

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: 7/30/02

Stephen D. Zubiago

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 30th day of July, 2002, personally appeared before me Stephen D. Zubiago 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.

Jessica Davis
Notary Public
My Commission Expires: 4/10/05

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. Sec. 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. Sec. 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 adopting 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.

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CERTIFICATE OF INSURANCE

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policy below.

R.I. Secretary of State 100 North Main Street Providence, Rhode Island 02903		Mineral Spring Pediatrics, Inc. 967 Mineral Spring Avenue North Providence, Rhode Island 02904	
Organization		X Named Insured Additional Insured Locum Tenens	
IBD	09/01/02	09/01/03	10/09/97
\$ 1,000,000 Each Claim \$ 3,000,000 Aggregate Limit per Policy Period		Deductible \$ Nil Each Claim \$ Nil Aggregate	
<input type="checkbox"/> Shared Limits of Liability		<input checked="" type="checkbox"/> Separate Limits of Liability	
<input checked="" type="checkbox"/> COVERAGE A - Professional Liability Insurance - Claims Made			
<input checked="" type="checkbox"/> COVERAGE B - Limited Professional Office Premises Liability Insurance - Claims Made (Limits of liability applicable to this coverage are shared with the Named Insured)			

This is to certify that the policy of insurance listed above has been issued to the insured named above for the period indicated as the insured's effective date to the insured's expiration date subject to payment of all billed premiums by the due date specified. The insurance afforded by the policy described above is subject to all the terms, exclusions and conditions of such policy. It is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage, decline of insurance, or cancellation before the expiration date. Failure by the insured to provide such notice shall impose no obligation or liability of any kind upon NORCAL, its agents, or representatives.

By: NORCAL Mutual Insurance Company

Issue Date: 07/26/02

J. William Newton
President

David R. Holley, M.D.
Secretary