



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MEDICAL HOMES OF RHODE ISLAND, INC.**

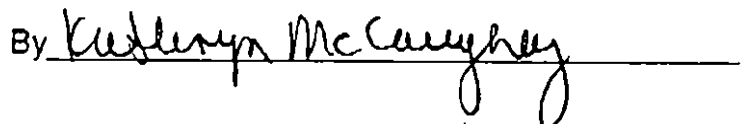
I, MATTHEW BROWN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of

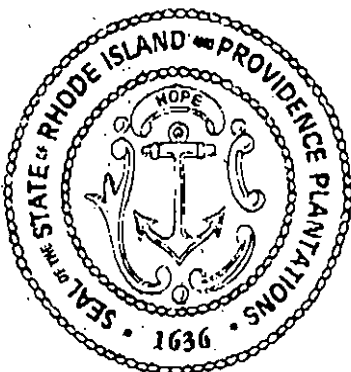
MEDICAL HOMES OF RHODE ISLAND, INC.

duly signed and verified pursuant to the provisions of Chapter 7-1.1-56 of the General Laws, 1956, as amended, have been received in this office and are found to conform to law. The affixed is a duplicate original of the Articles of Amendment.

WITNESS my hand and the seal of the State of
Rhode Island and Providence Plantations, this
30th day of December, 2004.


Secretary of State

By 



Filing Fee \$50.00

ID Number: 9410

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

FILED

DEC 30 2004

By KMCC53543

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

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Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

- The name of the corporation is MEDICAL HOMES OF RHODE ISLAND, INC.
- The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on December 28, 2004, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

ARTICLE FIFTH is repealed and the following provision is substituted therefore: "FIFTH: The TOTAL amount of authorized capital stock of said corporation with par value of One Dollar (\$1.00) per share shall be Five Hundred Thousand (500,000) shares as follows, viz: Class A Voting Common Stock in the amount of Five Hundred Thousand (500,000) shares of the par value of One Dollar (\$1.00) each.

- The number of shares of the corporation outstanding at the time of such adoption was 100,000; and the number of shares entitled to vote thereon was 100,000.
- The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none.")

<u>Class</u>	<u>Number of Shares</u>
<u>Class A Voting Stock</u>	<u>One Hundred Thousand (100,000)</u>

5. The number of shares voted for such amendment was 91,308; and the number of shares voted against such amendment was 0

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none.")

Class	Number of Shares Voted	
	For	Against
Class A Voting Stock	100,000	0

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No Change

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

The Amendment has the potential of increasing stated capital by an amount up to \$300,000
depending on the acceptance or rejection by existing shareholders of an offer to each existing shareholders
to purchase up to three (3) additional shares in the Corporation, for the consideration of One Dollar (\$1.00)
per share, representing the par value of each share

9. As required by Section 7-1.1-57 of the General Laws, the corporation has paid all fees and franchise taxes.

10. Date when amendment is to become effective December 30, 2004
(not prior to, nor more than 30 days after, the filing of these articles of amendment)

Date: December 28, 2004

MEDICAL HOMES OF RHODE ISLAND, INC.

Print Corporate Name

By Akshay K. Talwar
☒ President or ☐ Vice President (check one)

By Akshay K. Talwar
☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE, on this 28TH day of DECEMBER, 2004 personally appeared before me AKSHAY K. TALWAR who, being by me first duly sworn, declared that he/she is the PRESIDENT/SECRETARY of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Bruce W. Gladstone
Notary Public Bruce W. Gladstone
My Commission Expires: 2006