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State of Rhode Island and Providence Plantations

NON-PROFIT CORPORATION

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

PERINATAL AND GYNECOLOGICAL SERVICES, INC.

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is PERINATAL AND GYNECOLOGICAL SERVICES, INC.

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

See Exhibit A attached hereto and made a part hereof.

Rec'd & Filed

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SECRETARY OF STATE  
CORPORATIONS DIV.

THIRD: The amendment was adopted in the following manner:

(Note 1)

The amendment was adopted at a meeting of members held on September 26, 1989 and the amendment received at least a two-thirds (2/3) majority of the votes which members present or represented by proxy at such meeting were entitled to cast.

Dated December 6, 1989

PERINATAL AND GYNECOLOGICAL SERVICES, INC. (Note 2)

By *[Signature]* BENJAMIN S. VOGEL, MD (Note 3)

Its President

and *[Signature]* LEONARD J. PARKER, MD (Note 3)

Its Secretary

*hpd*

NOTES:

1. Insert whichever of the following statements is applicable:
  - (a) "The amendment was adopted at a meeting of members held on \_\_\_\_\_, at which a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast."
  - (b) "The amendment was adopted by a consent in writing signed under date of \_\_\_\_\_ by all members entitled to vote in respect thereto."
  - (c) "The amendment was adopted at a meeting of the Board of Directors held on \_\_\_\_\_, and received the vote of a majority of the Directors in office, there being no members entitled to vote in respect thereof."
2. Exact corporate name of corporation adopting the Amendment.
3. Signatures and titles of officers signing for the corporation.

EXHIBIT A

Articles of Amendment to the  
Articles of Incorporation of  
PERINATAL AND GYNECOLOGICAL SERVICES, INC.

ARTICLE THIRD of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE THIRD: The Corporation is organized to create an independent practice association to facilitate the provision of high quality medical care to patients through efficient and innovative health care delivery systems, and for any other lawful purpose or purposes for which corporations may be organized under the Rhode Island Non-Profit Corporation Act.

ARTICLE FOURTH of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE FOURTH: No director of the Corporation shall be liable to the Corporation or to its members for monetary damages for breach of the director's duty as a director; provided that this ARTICLE FOURTH 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 members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

The provisions of this ARTICLE shall not eliminate or limit the liability of a director of this Corporation for any act or omission occurring prior to the date on which this ARTICLE became effective. No amendment or repeal of this ARTICLE shall adversely affect the rights and protection afforded to a director of this Corporation under this ARTICLE for acts or omissions occurring while this ARTICLE is in effect.

Notwithstanding the foregoing provisions of this ARTICLE, if the Rhode Island Non-Profit Corporation Act is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporation action to further eliminate or limit such liability, then the liability of the directors of this Corporation shall, without any further action of the Board of Directors or the members of this Corporation, be eliminated or limited to the extent permitted by the Rhode Island Non-Profit Corporation Act as so amended.