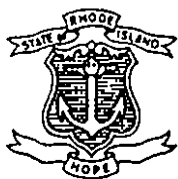


Filing Fee: \$150.00

ID Number: 102819



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

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-5.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

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

~~(This is a domestic corporation incorporated under Chapter 7-5.1 of the General Laws, 1956, as amended, to be incorporated in the State of Rhode Island.)~~

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 pediatric and adolescent medicine and to otherwise
engage in any lawful business.

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

(a) If only one class: Total number of shares 400 (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.):

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 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 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:

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CC #63
By 211833

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

The right to transfer the shares of stock shall be restricted according to the by-laws of this corporation.

7. The address of the initial registered office of the corporation is 99 Wayland Avenue
(Street)

Providence, RI 02906 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Louis A. Geremia

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

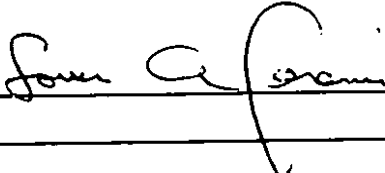
Title	Name	Address
	<u>E. James Monti</u>	<u>108 Thomas Leighton Blvd.</u> <u>Cumberland, RI</u>

9. The name and address of each incorporator is:

Name	Address
<u>Louis A. Geremia</u>	<u>99 Wayland Avenue</u> <u>Providence, RI 02906</u>

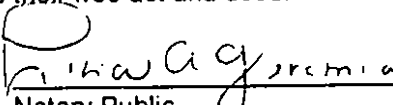
10. Date when corporate existence to begin: October 1, 1998
(not more than 30 days after filing of these articles of incorporation)

Date September 23, 19 98


Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Providence

In Providence, on this 23rd day of September, 19 98, personally appeared before me Louis A. Geremia
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: 11-2-02
Louis A. Geremia

RI Risk Management Foundation, Inc.

Lifespan Partner

The undersigned hereby certifies that the information provided herein is true and correct to the best of his/her knowledge and belief.

Print Name: _____
Print Title: _____
Print Address: _____
Print City: _____
Print State: _____
Print Zip: _____
Print Date: _____

LIFESPAN MALPRACTICE PLAN (LMP) VERIFICATION OF INDEMNIFICATION

In reference to the 1999 LMP Coverage Summary, indicated below, this document is to verify that the Indemnified Individual is indemnified for healthcare-provider professional-liability claims that are reported during the Current Indemnification Coverage Period. Such indemnification is subject to the provisions, terms, conditions, exclusions, and the Limits of Coverage that are specified in the Indemnification Agreement. The Indemnification Agreement, as summarized, but not superseded by the 1999 LMP Coverage Summary, is provided by the Indemnifying Lifespan Hospital, through the LMP. The indicated Indemnifying Lifespan Hospital and the RI Risk Management Foundation, Inc., are affiliates of Lifespan Corporation. All correspondence and inquiries concerning this LMP coverage should be directed to the RI Risk Management Foundation, Inc., which is the exclusive risk-management agent for Lifespan Corporation and the LMP.

1999 LMP Coverage Summary*

Indemnifying Lifespan Hospital (ILH):

Indemnified Individual:

Indemnified Medical Practice Group (MPG) Employer:

Indemnification Agreement No.:

LMP's Indemnification Retroactive Date:

LMP's Original Inception Date:

Exposures Covered by this Indem. Agreement:

Limits of Coverage:

Rhode Island Hospital

Monti, E. James, MD

E. James Monti, MD--solo, not incorporated

99-P020197

07/14/97

07/14/97

Healthcare Provider Professional Liability. Claims Made:
\$1,000,000/medical incident,

\$50,000,000 /shared annual aggregate

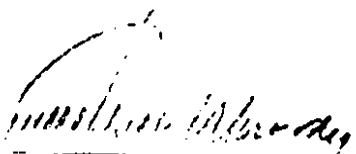
10/01/98-09/30/99

Current Indemnification Coverage Period*:

Other Terms and Conditions of this Coverage:

- *Contingent on the named indemnitee's continuing to meet the criteria for coverage, including the LMP's annual certification of compliance.
- Coverage would only apply to those activities and services for which the named indemnitee has the requisite, active, professional license(s) and staff privileges, required and issued by the state(s) in which s/he will practice and required by the institution(s)/site(s) at and/or for which the activities and services will be engaged.
- Active staff privileges with an affiliated teaching hospital (i.e., a Lifespan hospital affiliated with a Brown University) are required in order to be eligible for the Plan's coverage. Active staff privileges ranging from "courtesy" to "full" would be acceptable.
- Other provisions and exclusions apply, as set forth in the Indemnification Agreement.

This Verification-of-Indemnification document is issued as a matter of information only and confers no rights upon the recipient. The issuer of this Verification-of-Indemnification document assumes no responsibility for any mistake or failure to give notice of any changed circumstances affecting coverage. Other coverage is neither express nor implied.



Authorized representative's signature

Timothy E. Murray, MS, INS

Insurance and Business Manager, RI Risk Management Foundation, Inc.

09/18/98

Date signed

Document Issued To:

Original: 3191 Manton Road, Cumberland, RI 02864

Copy: Robin Lervoux at CORO, AMC Medical Staff Services

RMF-2099 9/98