

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST. The name of the corporation is _____
Michael M. Gooding, D.M.D. Ltd.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

General dentistry

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 300

(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.)

common, no 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 Title 7 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.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:



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

In case any stockholder desires to sell his shares of stock, the stockholder must first offer them for sale to the remaining stockholders, it being the intention hereof to give the remaining stockholders a preference in the purchase of said stock and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the stockholders within thirty (30) days thereafter, they shall be deemed to have waived their privileges of purchasing and he shall be at liberty to sell to anyone else upon the same terms. A change in the terms of the proposed sale shall require the filing of a new notice with the secretary of the corporation.

Pursuant to Section 7-1.130.3 of the General Laws of 1956, as amended, action by shareholders without a meeting is authorized.

SEVENTH. The address of the initial registered office of the corporation is
946 Centerville Road, Warwick, RI 02886 (add Zip Code)
and the name of its initial registered agent at such address is:
Revens & DeLuca Ltd.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is (0) 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
None at this time.	


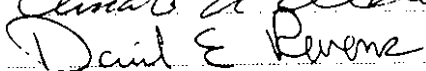
NINTH. The name and address of each incorporator is:

Name	Address
Amato A. DeLuca	946 Centerville Road, Warwick, RI
David E. Revens	946 Centerville Road, Warwick, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Immediately upon filing.

Dated....., 19.....

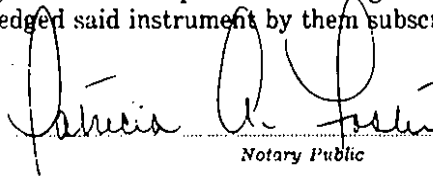
STATE OF RHODE ISLAND } In the City } of WARWICK
COUNTY OF KENT } TOWN }

in said county this 18th day of December, A.D. 19 85

then personally appeared before me Amato A. DeLuca and

David E. Revens

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

36919

112982

DEC 30 1985

12/31/85 PAID 00034001
RECEIVED 11:08

Certificate of Insurance

ACORD

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 AGREEMENT OF THE POLICIES LISTED BELOW.

NAME AND ADDRESS OF AGENCY R. H. BOUCHER INSURANCE, INC. Cr. Legris & New London Aves. PO Box 110 West Warwick, RI 02893-0110	COMPANIES AFFORDING COVERAGES <table style="width: 100%;"> <tr> <td style="width: 10%;">COMPANY LETTER</td> <td style="width: 10%;">A</td> <td style="width: 80%;">Medical Malpractice Joint Underwriting Association of Rhode Island</td> </tr> <tr> <td>COMPANY LETTER</td> <td>B</td> <td></td> </tr> <tr> <td>COMPANY LETTER</td> <td>C</td> <td></td> </tr> <tr> <td>COMPANY LETTER</td> <td>D</td> <td></td> </tr> <tr> <td>COMPANY LETTER</td> <td>E</td> <td></td> </tr> </table>	COMPANY LETTER	A	Medical Malpractice Joint Underwriting Association of Rhode Island	COMPANY LETTER	B		COMPANY LETTER	C		COMPANY LETTER	D		COMPANY LETTER	E	
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COMPANY LETTER	E															
NAME AND ADDRESS OF INSURED Michael M. Gooding, DMD 1422 Warwick Avenue Warwick, Rhode Island 02889																

This is to certify that policies of insurance listed below have been issued to the insured named above and are in force at this time. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain, the insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies.

COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	GENERAL LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES - OPERATIONS <input type="checkbox"/> EXPLOSION AND COLLAPSE HAZARD <input type="checkbox"/> UNDERGROUND HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS HAZARD <input type="checkbox"/> CONTRACTUAL INSURANCE <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> PERSONAL INJURY			BODILY INJURY	\$	\$
				PROPERTY DAMAGE	\$	\$
				BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$	\$
				PERSONAL INJURY		\$
	AUTOMOBILE LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> OWNED <input type="checkbox"/> HIRED <input type="checkbox"/> NON-OWNED			BODILY INJURY (EACH PERSON)	\$	
				BODILY INJURY (EACH ACCIDENT)	\$	
				PROPERTY DAMAGE	\$	
				BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$	
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM			BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$	\$
	WORKERS' COMPENSATION and EMPLOYERS' LIABILITY			STATUTORY	\$	(EACH ACCIDENT)
A	OTHER Dentist Malpractice	JUA0015713-00	7/2/86	\$1,000,000 ea. medical incident \$3,000,000 aggregate		

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES

Cancellation: Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to mail _____ days written notice to the below named certificate holder, but failure to mail such notice shall impose no obligation or liability of any kind upon the company.

NAME AND ADDRESS OF CERTIFICATE HOLDER

DATE ISSUED **12/20/85** bj

Richard H. Boucher
 AUTHORIZED REPRESENTATIVE