

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp ID. # 85219

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 SOUTH COUNTY ORTHOPEDICS & PHYSICAL THERAPY, INC.

(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:

To engage in the practice of orthopedic surgery and physical therapy and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws (1956), as amended, Title 7, Chapter 5.1.

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BY: RS #55
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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares100.....

(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.)

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:

The corporation shall have the right to purchase its common stock at the lowest price at which the holder thereof is willing to sell the same before the same shall be sold to any other party and no sale or transfer of the common stock of the corporation to any party other than the corporation shall be valid, nor shall any share of such stock be transferred on the books of the corporation to any party other than the corporation unless said stock shall have first been offered in writing to the corporation by the holder of record thereof for sale at a designated price, nor, such offer having been made, unless the corporation fails to accept said offer within thirty (30) days from the date of receipt thereof or prior to the expiration of said thirty (30) days shall give notice in writing to the holder of such stock that it does not desire to accept said offer, and no sale or transfer of the stock of the corporation at a price lower than that which the same shall have been offered in writing to the corporation shall be valid or give any person the right to a transfer of the same on the books of the corporation. Nothing herein contained shall prevent the transfer of the shares of the corporation stock by will or intestacy, provided, however, that such transfer shall be bound by the terms hereof.

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

- (a) action by the stockholders pursuant to RIGL Section 7-1.1-30.3(b) is hereby authorized.
- (b) no director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such directors or stockholders duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (1) any breach of such directors or stockholders duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability imposed pursuant to the provisions of RIGL 7-1.1-43; or (4) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by RIGL 7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is 7395 Post Road, North Kingstown, Rhode Island 02852 (add Zip Code) and the name of its initial registered agent at such address is: Matthew F. Callaghan, Jr., Esquire

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is zero (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
JOSEPH B. FITZGERALD M.D. - President and Treasurer	1 High Street, Wakefield, RI 02879
ROBERT C. MARCHAND M.D. - Vice President and Secretary	1 High Street, Wakefield, RI 02879

NINTH. The name and address of each incorporator is:

Name	Address
JOSEPH B. FITZGERALD M.D.	1 High Street, Wakefield, RI 02879

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

7/11/95

Dated 7-7, 19 95

X Joseph B. Fitzgerald, M.D.
Signature of each incorporator

STATE OF RHODE ISLAND } In the ~~Six~~ Town } of South Kingstown
COUNTY OF WASHINGTON }

in said county this 7 day of July, A.D. 19 95

then personally appeared before me JOSEPH B. FITZGERALD M.D.

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.

Barbara Kozak
Notary Public



(415) 777-4200
 (800) 852-1081
 (907) 563-3414 (In Alaska)

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.

Name and Address of Insured

SOUTH COUNTY ORTHOPEDICS & PHY
 ONE HIGH STREET
 WAKEFIELD RI 02879

Reprint
 603974

Insurance afforded by this policy is CLAIMS-MADE Professional Liability Insurance

Policy Number	Limits of Liability	Annual Policy Period As of 12:01 a.m. local (Grs)
603974	1,000,000 each claim 3,000,000 aggregate 0 deductible	Effective Date: 01/01/95 Expiration Date: 01/01/96 Retro Date: 07/01/89

Current Medical Specialty: 9100 CORPORATION 2-4 PHYSICIANS

Certificate Holder

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated. The insurance afforded by the policy described herein is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, NORCAL will endeavor to mail 10 days written notice to the certificate holder named above, but failure to provide such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives. The policy provides that it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage or termination or cancellation of the policy.

By: NORCAL Mutual Insurance Company

Date: 06/21/95

James R. McFarland
 JAMES R. MCFARLAND, M.D.
 Secretary