

Filing and License Fee: \$230.00 minimum

ID Number: 140133



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

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

The undersigned acting as incorporator(s) of a corporation under Chapter 71.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Choice Physical Therapy of East Greenwich, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

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 physical therapy services and to transact any and all lawful business for which corporation may be incorporated under the Rhode Island Business Corporation Act.

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

(a) If only one class: Total number of shares 2,000 (If the authorized shares are to consist of one class only 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, 1956, as amended, 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.):

Not Applicable

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

See Exhibit "A" Attached

RECEIVED
SECRETARY OF STATE
MAY 11 2004

FILED

MAY 11 2004

By C. B. 2750

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

Any action required to be taken at a meeting of shareholders may be taken without a meeting, if all the shareholders entitled to vote thereon consent thereto in writing.

7. The address of the initial registered office of the corporation is 46 Granite Street (Street Address, not P.O. Box)
Westerly, RI 02891 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is John R. Payne, Jr.
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 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)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>Pres/Treasurer</u>	<u>Maureen Corey Gibeault</u>	<u>22 Notch Road, Mendon, VT 05701</u>
<u>V.Pres/Secretary</u>	<u>Maureen Corey Gibeault</u>	<u>22 Notch Road, Mendon, VT 05701</u>
_____	_____	_____
_____	_____	_____

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John R. Payne, Jr.</u>	<u>46 Granite Street, Westerly, RI 02891</u>
_____	_____

10. Date when corporate existence is to begin Upon Filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 5/10/04

John R. Payne, Jr.

Signature of each Incorporator

STATE OF Rhode Island
COUNTY OF Washington

In Westerly, on this _____ day of May, 2004, personally appeared before me John R. Payne, Jr.

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.

Ronda J. Garabedian
Notary Public
My Commission Expires: 6-23-2005

EXHIBIT "A"

ARTICLES OF INCORPORATION FOR
CHOICE PHYSICAL THERAPY OF EAST GREENWICH, INC.

Article FIFTH of the Articles of Incorporation for CHOICE PHYSICAL THERAPY OF EAST GREENWICH, INC. shall read as follows:

No shareholder of the corporation shall make sale of any of the stock of the corporation held by them without first giving notice to the corporation of her intention to sell the same and giving the corporation the right to purchase said stock at the lowest price at which they are willing to sell before the same may be sold by them to any other party. The corporation shall exercise the right to purchase the stock as offered it within thirty (30) days from the date of the receipt of said offer, and if not accepted within said time, the shareholder shall be at liberty to make sale of the stock so offered to the corporation in the open market for not less than the price named by them. By unanimous consent of all the shareholders present at any meeting, the holder of stock, may be authorized and permitted to transfer the same to any other person or persons, and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

MAY 7 2004 - 2:50PM

STONE INSURANCE

10.475

05/07/2004

ACORD CERTIFICATE OF LIABILITY INSURANCE

PRODUCER (203)238-7400 FAX (203)639-0031 Stone Insurance Agency 88 State Street P.O. Box 909 Meriden, CT 06450		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 POLICIES BELOW.	
INSURED Choice Physical Therapy of East Greenwich, Inc c/o Orthopaedic Health Services, Inc. 60 Lyme Street Old Lyme, CT 06371		INSURERS AFFORDING COVERAGE	NAIC #
		INSURER A: Hartford Insurance Group	
		INSURER B: Chicago Insurance Company	
		INSURER C:	
		INSURER D:	
		INSURER E:	

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. 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. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR ACDT LTR INSRB	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YYYY)	POLICY EXPIRATION DATE (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PROJECT <input type="checkbox"/> LOC	31SBQPD9514	02/22/2004	02/22/2005	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Per occurrence) \$ 300,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	31UEQUE9025	02/22/2004	02/22/2005	COMBINED SINGLE LIMIT (Per accident) \$ 1,000,000 BODILY INJURY (Per person) \$ --- BODILY INJURY (Per accident) \$ --- PROPERTY DAMAGE (Per accident) \$ ---
	GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ --- OTHER THAN AUTO ONLY: EA ACC \$ --- AGG \$ ---
A	EXCESS/UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE DEDUCTIBLE \$ --- RETENTION \$ ---	31XHQWT5035	02/22/2004	02/22/2005	EACH OCCURRENCE \$ 4,000,000 AGGREGATE \$ 4,000,000
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? IF YES, describe under SPECIAL PROVISIONS below	31WEQPBI522	02/22/2004	02/22/2005	WC STATUTORY LIMITS: OTH-ER EL. EACH ACCIDENT \$ 500,000 EL. DISEASE - EA EMPLOYEE \$ 500,000 EL. DISEASE - POLICY LIMIT \$ 500,000
B	OTHER Medical Professional Liability	AHL7006400-2	03/15/2004	03/15/2005	\$2,000,000/\$6,000,000 aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

RE: Maureen Gibeault, Physical Therapist

CERTIFICATE HOLDER

Office of Secretary of State
 Corporations Division
 100 North Main Street
 Providence, RI 02903

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 30 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Linda Stevens/STEVEN

Linda Stevens