

Filing Fee \$150.00

ID Number: 132733



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

MAY 2 3 28 PM '03

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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:

1. The name of the corporation is R.I. Animal Medical Center - Four Paws Pet Resort, 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:
Veterinary clinic, boarding and grooming services and all legal activities
per Section 7-5.1

4. The aggregate number of shares which the corporation shall have authority to issue is:
(a) *If only one class:* Total number of shares 500 Common (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 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:
SEE ATTACHED.

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By AMF

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

7. The address of the initial registered office of the corporation is 26 Ship St., 2nd Fl.
(Street)
Providence, RI 02903 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
JOHN D. BIAFORE

8. The number of directors constituting the initial board of directors of the corporation is 4 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.)

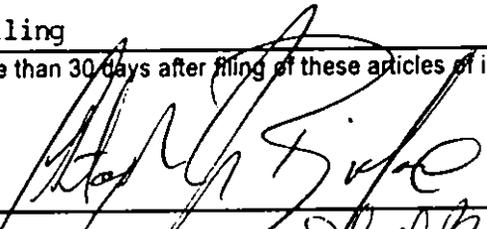
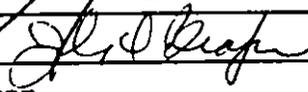
Title	Name	Address
Dir.	Charles Callanan	P.O. Box 2890, Nantucket, MA 02584
"	Kevin Callanan	P.O. Box 2890, Nantucket, MA 02584
"	Peter Luciani	P.O. Box 2890, Nantucket, MA 02584
"	Jeffrey Kaschuluk	P.O. Box 2890, Nantucket, MA 02584

9. The name and address of each incorporator is:

Name	Address
<u>JOHN D. BIAFORE</u>	<u>26 Ship St., 2nd. Fl., Providence, RI 02903</u>
<u>CHRISTOPHER J. BIAFORE</u>	<u>26 Ship St., 2nd. Fl., Providence, RI 02903</u>

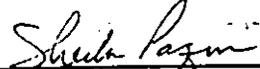
10. Date when corporate existence to begin: upon filing
(not more than 30 days after filing of these articles of incorporation)

Dated May 1, ~~19~~ 2003


JOHN D. BIAFORE

CHRISTOPHER J. BIAFORE
 Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 1st day of May, ~~19~~ 2003, personally appeared before me John D. Biafore and Christopher J. Biafore, 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 SHEILA PAZUN
My Commission Expires: 5/23/05

Re: R.I. Animal Medical Center - Four Paws Pet Resort, Inc.

No. 5.

RESTRICTION ON TRANSFER: No shareholder shall during his lifetime encumber or dispose of any portion or all of his stock interest in the Corporation, except that if a shareholder should desire to dispose of any of his stock in the Corporation during his lifetime, he shall first offer to sell all of his stock to the Corporation. Any shares not purchased by the Corporation within Sixty (60) days after receipt of such offer in writing shall be offered at the same price to the other shareholders, each of whom shall have the right to purchase such portion of the remaining stock offered for sale as the number of shares owned by all the other shareholders; provided, however, that if any shareholder does not purchase his full proportionate share of the stock, the balance of the stock may be purchased by the other shareholders equally. If the stock is not purchased by the Corporation within sixty (60) days, or the remaining Shareholders within the sixty (60) day period after receipt of the offer to them, then the shareholder desiring to sell his stock may sell it to any other person at the same price.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement.

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE
05/13/2003

PRODUCER
Christopher & Regan Insurance, Inc.
1130 Ten Rod Road
Suite B202
North Kingstown RI 02852-

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
Rhode Island Medical Center-Four Paws
Pet Resort, Inc.
P.O. Box 2890
Rantucket MA 02584-

INSURERS AFFORDING COVERAGE
INSURER A: Scottsdale Insurance/NIP Services
INSURER B:
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

VER. TR.	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR	CL80866937	02/20/2003	05/20/2003	EACH OCCURRENCE \$ 1,000,000 FIRE DAMAGE (Any one fire) \$ 50,000 MED EXP (Any one person) \$ 8,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COM/PDP AGG \$
	AUTOMOBILE LIABILITY <input 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		/ /	/ /	COMBINED SINGLE LIMIT (Per accident) \$ 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 EA ACC \$ AUTO ONLY AGG \$
	EXCESS LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> DEDUCTIBLE <input type="checkbox"/> RETENTION \$		/ /	/ /	EACH OCCURRENCE \$ AGGREGATE \$ \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY		/ /	/ /	VIC STATIL- TORY LIMIT \$ OUT- ER \$ E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
	OTHER		/ /	/ /	

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

CERTIFICATE HOLDER Proof of Coverage

ADDITIONAL INSURED, INJURED LETTER:

CANCELLATION
SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL _____ DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.
AUTHORIZED REPRESENTATIVE
Thomas J. Regan

Post-It® Fax Note 7671 Date 5/13/03 # of pages 2
To John Bisio From Delta

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SECRETARY OF STATE
CORPORATION STATE
MAY 13 12:28 PM '03

IMPORTANT

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

DISCLAIMER

The Certificate of Insurance on the reverse side of this form does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.