



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

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

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CORPORATIONS DIV.  
APR 20 9 38 AM '01

**BUSINESS CORPORATION**

**ARTICLES OF INCORPORATION**  
(To Be Filed In Duplicate Original)

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 Rhode Island Cardiovascular Group, 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 render professional medical services and consultation. To engage  
in the licensed practice of medicine and cardiology pursuant to the  
regulations of the Rhode Island Department of Health and further  
pursuant to the Rhode Island General Laws.

4. The aggregate number of shares which the corporation shall have authority to issue is:  
(a) If only one class: Total number of shares 1000 (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.)

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By JB #7 261977

All such shares are to be 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 )

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

The preemptive rights of the shareholders shall be pursuant to the  
provisions of R.I.G.L. 7-5.1-5 as well as pursuant to the Corporate

By Laws adopted herein by reference.

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

The regulation of the internal affairs of the Corporation shall comply with R.I.G.L. 7-5.1-3 and shall further comply with the By Laws of the Corporation incorporated herein by reference.

7. The address of the initial registered office of the corporation is 603 Park Avenue  
(Street Address, not P.O. Box)  
Woonsocket, RI 02895 and the name of its initial registered agent  
(City/Town) (Zip Code)  
at such address is Robert A. Mitson, Esq.  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 3 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>Director</u>	<u>Kirit Desai, MD</u>	<u>18 Briarwood Rd., Lincoln, RI 02865</u>
<u>Director</u>	<u>Joseph P. Mazza, MD</u>	<u>8 Greenvview St., Cumberland, RI</u> <u>02864</u>
<u>Director</u>	<u>Jeffrey F. Latham, MD</u>	<u>137 Joe Sweet Rd., Chepachet, RI</u> <u>02814</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Mitson, Esq.	603 Park Ave., Woonsocket, RI 02895

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

Date: April 13, 2001


*John Williams*

Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Woonsocket, on this 13th day of April, 2001, personally appeared before me Robert A. Mitson, 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.

by their free act and deed.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 7/10/02

(415) 397-9700  
(800) 652-1051  
(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**

Rhode Island Cardiovascular Group, Inc.  
8 Greenview Street  
Cumberland, Rhode Island 02864

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 time
TBD	\$2,000,000 each claim \$4,000,000 aggregate N/A deductible	Effective Date: 04/16/01 Expiration Date: 01/01/02 Retro Date: 04/16/01

**Current Medical Specialty: 9100- Corporation 2-4 Physicians**

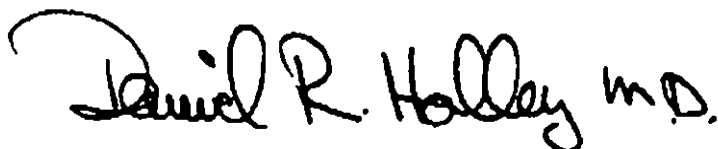
**Certificate Holder**

Secretary of State  
100 North Main Street  
Providence, Rhode Island 02904

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated subject to payment of all billed premiums. The insurance afforded by the policy described above is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage, declination of issuance or, termination or cancellation of the policy. Failure to provide such notice shall impose no obligation or liability of any kind upon NORCAL, its agents, or representatives.

By: NORCAL Mutual Insurance Company

Date: 04/19/01



David R. Holley, M.D.  
Secretary