

Filing and License Fee: \$230.00 minimum

ID Number:

160441



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

PROFESSIONAL SERVICE CORPORATION

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 7-1.2 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Partners in Obstetrics and Gynecology, Inc.

(This is a close corporation pursuant to § 7-1.2-1701 of the General Laws, 1956, as amended.) (Strike if inapplicable.)

2. The profession to be practiced through the professional service corporation is obstetrics and gynecology

3. The total number of shares which the corporation has authority to issue is:

(a) If only one class: Total number of shares 10,000 shares of common stock, \$0.01 par value

or

(b) If more than one class: Total number of shares of each class _____

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-1.2 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

See Exhibit A attached hereto and made a part hereof.

4. The address of the initial registered office of the corporation is 180 South Main Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI

02903

(Zip Code)

and the name of its initial registered agent

at such address is Brian J. Spero

(Name of Agent)

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-1.2.
6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of \$0.01 per share.

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By [Signature]
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7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

See Exhibit B attached hereto and made a part hereof.

8. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Brian J. Spero, Esq.	180 South Main Street, Providence, RI 02903

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Upon filing

Date: December 15, 2006

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Signature of each Incorporator

EXHIBIT A

The board of directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Incorporation approved by the shareholders.

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EXHIBIT B

1. No director shall have personal liability to the corporation or to its shareholders for monetary damages for breach of such director's duty as a director provided that this provision shall not eliminate or limit the liability of such director: (i) for any breach of the director's duty of loyalty to the corporation or to its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 7-1.2-811 of the Rhode Island Business Corporation Act; or (iv) for any transaction from which the director derived an improper personal benefit (unless such transaction is permitted by Section 7-1.2-807 of the Rhode Island Business Corporation Act).

2. The corporation may provide, either in the corporation's bylaws or by contract, for the indemnification of directors, officers, employees and agents, by whomsoever elected or appointed, to the full extent presently permitted by law; provided, however, that if the applicable law is hereafter modified to permit indemnification in situations where it was not theretofor permitted, then such indemnifications may be permitted to the full extent permitted by such law as amended.

3. Any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting if all the shareholders entitled to vote on the action consent to the action in writing.

4. The stock of the corporation is subject to transfer restrictions contained in its bylaws and copies thereof are on file at the registered office of the corporation. Certificates of stock of the corporation are transferable only upon compliance with the provisions of said transfer restrictions.

5. The shareholders of the corporation shall be entitled to a pre-emptive right, for a period of thirty (30) days following the notice referred to below, to subscribe for purchase or otherwise acquire, in the proportions which their holdings of the shares of common stock of the corporation bear to all of the issued and outstanding shares of common stock of the corporation, (i) any shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation which the corporation proposes to issue, or (ii) any rights or options which the corporation proposes to grant (a) for the purchase of shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, or (b) for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into, or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire shares of the same class of the corporation, any equity shares and/or any voting shares of any class of the corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer or grant is for cash, property or any other lawful consideration. The pre-emptive right granted herein shall be deemed waived by any shareholder who does not so exercise it and pay for shares, rights, options, bonds, securities or obligations within thirty (30) days after receipt of notice in writing from the corporation stating the price, terms and conditions of the offering. After the expiration of such thirty (30) day period, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued,

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reissued, transferred or granted by the corporation, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms as the corporation in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights.

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WOMEN & INFANTS HOSPITAL
OF RHODE ISLAND
A CARE NEW ENGLAND HOSPITAL

101 DUDLEY STREET
PROVIDENCE
RHODE ISLAND 02905-2499

401-274-1100
FAX: 401-453-1666

AFFILIATED WITH
BROWN MEDICAL SCHOOL

Women & Infants'

WOMEN & INFANTS' HOSPITAL OF RHODE ISLAND
INDEMNIFICATION PROGRAM
VERIFICATION OF COVERAGE

NAME OF INSURED: Partners in Obstetrics & Gynecology

TYPE OF COVERAGE: PROFESSIONAL LIABILITY CLASS: 8

POLICY NUMBER: WIH/084 POLICY TYPE: CLAIMS MADE

EFFECTIVE DATE: 7/1/2006 EXPIRATION DATE: 6/30/2007

LIMITS OF

LIABILITY: \$1,000,000/\$3,000,000 Shared Limits


This is to certify that the above mentioned is covered for professional liability claims under the Women & Infants Hospital Indemnification Program.

NAME AND ADDRESS OF PARTY TO WHOM VERIFICATION IS ISSUED:

Rhode Island Office of the Secretary of State

82 Smith Street
Providence, RI 02903

December 18, 2006


Nicholas Driscoll
Authorized Representative

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