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State of Rhode Island and Providence Plantations
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is AMERICAN MEDICAL PROFESSIONAL ALLIANCE, INC

SECOND: The period of its duration (if perpetual, so state).....perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

To engage in all lawful activities and in furtherance thereof to have the power to purchase liability insurance on a group basis to cover the similar or related exposure of the Corporation's members, to institute risk management and loss prevention programs for the Corporation's members, and to otherwise exercise all rights and enjoy all privileges granted to a Purchasing Group as defined in the Federal Liability Risk Retention Act (Pub.L. 97-45, Sept. 25, 1981 95 Stat. 949, as amended Publ. L. 98-193, Dec. 1, 1983, 97 Stat. 1344, Pub; . L.99-563, Oct. 27, 1986, 100 Stat. 3170) as amended from time to time.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(None 1)

NONE

FIFTH: The address of its initial registered office of the corporation is One Hospital Trust Plaza
1420 Hospital Trust Tower, Providence, Rhode Island 02903 (add Zip Code),
and the name of its initial registered agent at such address is: Andrew J. Davis, Jr.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is _____
and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
<u>Calvin E. Fifer</u>	<u>151 William Street, New York, New York 10038</u>
<u>Richard J.J. Sullivan</u>	<u>151 William Street, New York, New York 10038</u>
<u>Walter E. Fifer</u>	<u>151 William Street, New York, New York 10038</u>
.....
.....
.....

SEVENTH: The name and address of each incorporator is:

Name	Address
<u>Ray A. Barr</u>	<u>10 Bank Street, White Plains, New York 10606</u>
<u>Maria R. Fischetti</u>	<u>10 Bank Street, White Plains, New York 10606</u>
<u>Mark Skubicki</u>	<u>10 Bank Street, White Plains, New York 10606</u>
.....
.....
.....

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

Dated February 5th, 1993

Ray A. Barr - Incorporator
Maria R. Fischetti - Incorporator
Mark Skubicki - Incorporator

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NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

MICHAEL D. BROWN
MARK J. BUNIM
TERENCE P. CUMMINGS
STEVEN D. DREYER
IVY S. FISCHER
JOHN PAUL FULCO, P.C.
WARREN R. GRAHAM
ABRAHAM E. HAVKINS
CHRISTOPHER B. HITCHCOCK
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DEBRA A. HODES
JON D. LICHTENSTEIN
JAMES C. MALONEY
ANDREW L. MARGULIS
PAUL R. OPPOLO
STEVEN H. ROSENFELD
ABE M. RYCHIK
JOHN R. SACHS, JR.
PHILIP TOUITOU
SUSAN L. WITKOFF

TELECOPIER: (212) 557-0910

March 4, 1993

Hon. Maurice C. Paradis
Director of Insurance
Department of Business Regulation
233 Richmond Street, Suite 233
Providence, Rhode Island 02903-4237

Re: American Medical Professional Alliance, Inc.

Dear Commissioner Paradis:

Pursuant to section 4(d) of the federal Liability Risk Retention Act of 1986 (the "Federal Act"), notice is hereby given that the above-referenced corporation intends to do business as a purchasing group in your state effective March 8, 1993. Pursuant to the Federal Act, the following information is hereby furnished:

1. The group is domiciled in Rhode Island;
2. The group intends to purchase professional liability insurance for non-physician health care workers; and
3. The insurance carrier and its jurisdiction of domicile is as follows:

Carrier

Domicile

Granite State Insurance Company New Hampshire

4. The principal place of business of the group is New York, New York.

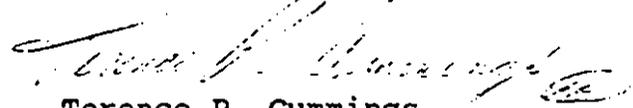
OHRENSTEIN & BROWN

March 4, 1993

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If you should have any questions concerning this matter,
please do not hesitate to contact the undersigned.

Very truly yours,



Terence P. Cummings

TPC:lb

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