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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
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 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 Priority Management 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 provide billing, consulting and management services to health care providers and to engage in any lawful act or activities permitted 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 8,000 (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.):

\$1.00 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:

Shareholders shall have no preemptive rights

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CORPORATIONS DIVISION
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6. Provisions, if any, for the regulation of the internal affairs of the corporation: See Attachment

7. The address of the initial registered office of the corporation is 1243 Mineral Spring Avenue, Suite 206

(Street Address, not P.O. Box)

North Providence

(City/Town)

RI 02904

(Zip Code)

at such address is Richard A. Santilli

(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is Three 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>Raymond T. Jorgenson</u>	<u>24 Fordson Ave., Cranston, RI 02910</u>
<u>Director</u>	<u>Richard A. Santilli</u>	<u>86B Nipmuc Trail, No. Providence, RI 02904</u>
<u>Director</u>	<u>Robert B. Skeffington</u>	<u>64 High Service Ave., No. Providence, RI 02911</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>E. Colby Cameron</u>	<u>56 Exchange Terrace, Providence, RI 02903</u>
_____	_____
_____	_____

10. Date when corporate existence is to begin: Upon filing of these Articles

(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: January 11, 2000

FILED

JAN 11 2000

E. Colby Cameron
2366 B

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

E. Colby Cameron

Signature of each Incorporator

In Providence, on this 11th day of January, 2000, personally appeared before me E. Colby Cameron, known to me and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument by him subscribed to be his free act and deed.

Storie P. Allard

Notary Public

My Commission Expires:

6-27-01

**ATTACHMENT A
TO
ARTICLES OF INCORPORATION**

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

(a) Action by the shareholders pursuant to Rhode Island General Laws, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1)."

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SECRETARY OF STATE
PROVIDENCE, RHODE ISLAND

**PRIORITY MANAGEMENT GROUP, INC.
1243 Mineral Spring Avenue
Suite 206
North Providence, RI 02904**

January , 2000

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

Dear Sir:

Priority Management Group, LLC, a Maine limited liability company qualified to do business in Rhode Island ("PMG. LLC"), does hereby consent to the incorporation of Priority Management Group, Inc. in Rhode Island and the use of such name. PMG, LLC is in the process of liquidating under Maine law and will be withdrawing from doing business in Rhode Island.

Very truly yours,

PRIORITY MANAGEMENT GROUP, LLC

By: _____



Richard A. Santilli
Vice President

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