

Filing Fee: \$150.00

ID Number: 106344



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

ORIGINAL ARTICLES OF INCORPORATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
MAY 7 3 32 PM '99

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 POLLY E. LEONARD, D.O. LTD.

(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 engage in the practice of medicine and any lawful purpose.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 1,000 (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.):

no par value for all of such shares.

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:

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MAY 7 1999

BY [Signature]
222944

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

See attached addenda.

7. The address of the initial registered office of the corporation is 1444 Warwick Avenue,
(Street)

Warwick, RI 02888 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

Polly E. Leonard, D.O.

8. The number of directors constituting the initial board of directors of the corporation is zero (0) 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.)

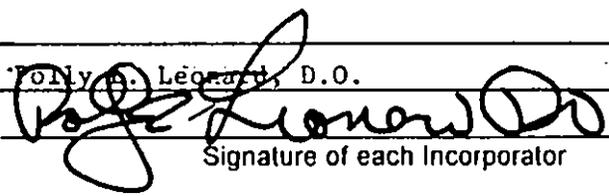
Title	Name	Address
President	<u>Polly E. Leonard, D.O.</u>	<u>1444 Warwick Avenue, Warwick, RI 02888</u>
Secretary	<u>Polly E. Leonard, D.O.</u>	<u>1444 Warwick Avenue, Warwick, RI 02888</u>
Treasurer	<u>Polly E. Leonard, D.O.</u>	<u>1444 Warwick Avenue, Warwick, RI 02888</u>

9. The name and address of each incorporator is:

Name	Address
<u>Polly E. Leonard, D.O.</u>	<u>1444 Warwick Avenue, Warwick, RI 02888</u>

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

Dated April 20, 1999

Polly E. Leonard, D.O.

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF

In Pawtucket, RI, on this 20th day of April, 1999, personally appeared before me Polly E. Leonard, D.O.

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.

Lorraine F. Laramie
Notary Public
My Commission Expires: 10/29/2000

6. No stock may be pledged as security for any loan by the owner thereof without first having obtained in writing the assent thereto of all the stockholders.

In case any stockholder of this corporation desires to give all, or any part of his shares of stock, he shall first offer the same to the corporation at book value and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to give, and the name of the person to whom they are to be given.

If any stockholder shall at any time desire to sell all, or any part of his shares of stock, he shall first offer the same to the corporation and notify the President or Secretary of the corporation in writing, by certified mail, stating the number of shares he desires to sell, transfer, or otherwise dispose of, the lowest price at which he is willing to sell, and the name of the person to whom they are to be sold.

Within thirty (30) days after the receipt of any such notice, the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall elect whether to accept such offer. If the stockholders shall elect to purchase the shares so offered, the Secretary or Treasurer, or some other officer designated by the stockholders shall forthwith and within said thirty (30) days, deliver in person to such stockholder or mail by certified mail, postage prepaid, addressed to him at his usual post office address as stated on the books of the corporation, a notice in writing, signed by the Secretary or Treasurer, or such other officer, of the election of the corporation to purchase such stock. The corporation shall have an additional thirty (30) days after the date of acceptance to make payment for such stock. The stockholder may receive the purchase price for such stock at the office of the corporation upon transfer to the corporation of the shares sold.

If the stockholders of the corporation, exclusive of the stockholder offering the shares to the corporation, shall not elect to accept said offer, or if notice of election to purchase shall not be given within the time limit above, then said stock shall be offered in writing to the stockholders of the corporation who shall have ten (10) days from receipt of said written notice within which to purchase such stock at the same price offered to the corporation.

Each stockholder shall have the right to purchase such portion of the remaining stock offered as the number of shares owned by him at such date shall bear to the total number of shares owned by all of the stockholders, excluding the stockholder making the offer, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.

If the stockholders fail or decline to exercise the right to purchase the offering stockholder's shares within ten (10) days from receipt of said notice, the stockholder making the offer is at liberty to sell, or give the same, provided said dispositive action is made within thirty (30) days after the expiration of the offer to the remaining stockholders, and except in the case of a gift, at a price not less than the price at which it was offered to the corporation.

The corporation may require affidavits from the stockholder and the purchaser of such stock as to the price paid and the terms therefor, before transferring such stock upon the books of the corporation.

All of the stockholders, exclusive of the offering stockholder, may in particular instances consent to any such proposed sale, or other disposition, but no such consent or waiver shall extend to other or subsequent instances.

Any stock acquired by the corporation under the above provisions shall be held in the name of this corporation, subject to the control and disposal of the stockholders, who may, if they see fit, offer it for sale, at such price as they may deem proper, to the stockholders of this corporation, in which event each stockholder shall have an equal right with the others pro rata to their holdings to purchase the same, provided, however, that if any stockholder does not purchase his full proportionate share of the stock, said proportionate share may be purchased by the other stockholders pro rata to their holdings.

Any attempted sale in violation of this provision is null and void.

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DATE 04/30/99

ACORD INSURANCE BINDER

THIS BINDER IS A TEMPORARY INSURANCE CONTRACT, SUBJECT TO THE CONDITIONS SHOWN ON THE REVERSE SIDE OF THIS FORM.

PRODUCER
Mastors & Servant, Ltd.
 5700 Post Road
 P.O. Box 1158
 East Greenwich, RI 02818

COMPANY
ProMutual And or Prosele BINDER # **BINDER102672**

DATE	EFFECTIVE TIME	EXPIRATION DATE	TIME
05/01/99	12:01	05/01/00	X 12:01 AM PM NOON

CODE: 29075
 AGENCY CUSTOMER ID: 29075
 INSURED: **Polly E. Leonard, DO**
 1444 Warwick Ave
 Warwick, RI 02888

THIS BINDER IS ISSUED TO EXTEND COVERAGE IN THE ABOVE NAMED COMPANY PER EXPIRING POLICY #:

DESCRIPTION OF OPERATIONS/VEHICLES/PROPERTY (including Location)
Physician

MAY 7 1999
 RECEIVED
 SECRETARY OF STATE
 DIVISION OF INSURANCE

COVERAGES	COVERAGE/FORMS	DEDUCTIBLE	COINS %	LIMITS	AMOUNT
PROPERTY CAUSES OF LOSS <input type="checkbox"/> BASIC <input type="checkbox"/> BROAD <input type="checkbox"/> SPEC					
GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input checked="" type="checkbox"/> OCCUR	Professional Liability Vicarious Liability RETRO DATE FOR CLAIMS MADE:			EACH OCCURRENCE \$ 2,000,000 FIRE DAMAGE (Any one fire) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ 6,000,000 PRODUCTS - COM/OP 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 \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE \$ MEDICAL PAYMENTS \$ PERSONAL INJURY PROT \$ UNINSURED MOTORIST \$	
AUTO PHYSICAL DAMAGE DEDUCTIBLE <input type="checkbox"/> COLLISION: _____ <input type="checkbox"/> OTHER THAN COL: _____	<input type="checkbox"/> ALL VEHICLES <input type="checkbox"/> SCHEDULED VEHICLES			ACTUAL CASH VALUE STATED AMOUNT \$ OTHER	
GARAGE LIABILITY <input type="checkbox"/> ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EACH ACCIDENT \$ AGGREGATE \$	
EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM	RETRO DATE FOR CLAIMS MADE:			EACH OCCURRENCE \$ AGGREGATE \$ SELF-INSURED RETENTION \$ WC STATUTORY LIMITS	
WORKER'S COMPENSATION AND EMPLOYER'S LIABILITY				E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$	
SPECIAL CONDITIONS/ OTHER COVERAGES				FEES \$ TAXES \$ ESTIMATED TOTAL PREMIUM \$	

NAME & ADDRESS

MORTGAGEE _____ ADDITIONAL INSURED _____

LOSS PAYEE _____

LOAN # _____

AUTHORIZED REPRESENTATIVE
Joseph A. Servant