

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION

100 NORTH MAIN STREET

PROVIDENCE, RI 02903

Corp. I.D. #

72650

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

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:

FIRST. The name of the corporation is Risurg, Inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

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

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

To construct, own and/or operate a free standing ambulatory surgery center, and for any other lawful purpose.

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

(a) If only one class: Total number of shares600.....

(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

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 title 7 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.)

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

FIFTH A. Shareholders shall have preemptive rights as provided in 7-1.1-24(a), (b) (1) (A), (2), (3), (4) and (5).

FIFTH B. No stockholders shall transfer any of their capital stock without par value, except by will or intestacy without first offering the same to the corporation at the lowest price at which they are willing to sell the same, and upon the same terms and conditions said offer to be in writing and to include a statement of the names and addresses of the transferee or transferees to whom the stockholder intends to sell and transfer their stock if their said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed to the corporation at its principal place of business and mailed by certified mail, return receipt requested. The corporation through its stockholders shall have sixty (60) days after the date of the delivery of said offer and statement to accept or reject said offer. The shareholder desiring to make the transfer shall not be entitled to vote for or against said offer. Until action thereon shall be taken or until the expiration of said sixty (60) days, whichever shall first occur, no transfer of such stock shall be made by the stockholder submitting the offer. If the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said sixty (60) days, such stockholder may then sell said stock at not less than the price fixed in said offer nor on any different terms or conditions to any transferee or transferees described in said statement at any time within thirty (30) days after the expiration of said sixty (60) days, but not otherwise or thereafter without again complying with the provisions of the paragraph herein. Transfers by way of pledge attachment or other encumbrances are intended to be included in the prohibitions of the paragraph herein. Any transfer contrary to the foregoing provisions shall be void. The corporation by resolution of its stockholders, however, may waive the foregoing provisions with respect to any particular transfer.

See also Article 8 of the By-Laws of the Corporation for restrictions.

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

SEVENTH. The address of the initial registered office of the corporation is 1524 Atwood Avenue, Johnston, Rhode Island 02919 (add Zip Code) and the name of its initial registered agent at such address is: Michael A. Rocchio

Signature of registered agent

EIGHTH. 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 §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Michael A. Rocchio	1524 Atwood Ave., Johnston, RI 02919
A. Robert Buonanno	1524 Atwood Ave., Johnston, RI 02919
Vincent F. Vacca	1524 Atwood Ave., Johnston, RI 02919

NINTH. The name and address of each incorporator is:

Name	Address
Michael A. Rocchio	1524 Atwood Ave., Johnston, RI 02919
A. Robert Buonanno	1524 Atwood Ave., Johnston, RI 02919
Vincent F. Vacca	1524 Atwood Ave., Johnston, RI 02919

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

May 28, 1993

Dated May 28, 1993

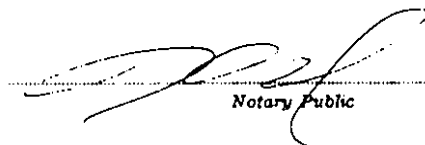
Michael A. Rocchio
Signature of each incorporator
A. Robert Buonanno
Vincent F. Vacca

STATE OF RHODE ISLAND } City
COUNTY OF Providence } In the Town of Providence

in said county this 28th day of May, A.D. 1993

then personally appeared before me Michael A. Rocchio and A. Robert Buonanno
and Vincent E. Vacca

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.


Notary Public

RECEIVED
SECRETARY OF STATE
MAY 28 11 50 AM '93
Rec'd & Filed MAY 28 1993
OA 467
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