



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

RECEIVED
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
JUL 18 11 57 AM '01

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:

1. The name of the corporation is **M.M.C., 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 engage in Consulting as it relates to the medical profession, medical billing; reviewing medical contracts and drug benefits, and for all purposes for which Corporations may be organized under the laws of the State of Rhode Island, and to have all powers conferred upon Corporations under the Rhode Island Business Corporations Act.

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

8000

(a) If only one class: Total number of shares _____ (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 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: The Corporation and Stockholders shall have a right of preemption upon the outstanding stock of the Corporation and the right of first refusal for purchase of stock held by any person or entity and such preemption rights shall be enforced in accordance with the provisions of the By-Laws of this Corporation

FILED

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By _____

#9
268151

6. Provisions (if any) for the regulation of the internal affairs of the corporation:
The Corporation shall have the right in case of the sale of shares of stock by any Holder Hereof to purchase said stock at the lowest prices at which such stockholder is willing to sell The same before such stock may be sold by him/her to any other party; and no sale of any Stock to any party other than the Corporation shall be valid unless the offer to sell such Stock at the lowest price at which the holder thereof is willing to sell shall have been first Received in writing by the Corporation. The Corporation shall have Thirty (30) days in which to accept or reject said offer. If the Corporation does not exercise this option, then the Stockholder may sell the stock so offered to any other party, but not for a price less than that At which such stock shall have been previously offered.

7. The address of the initial registered office of the corporation is (Street 495 Purchase Street

Swansea Ma 02777 and the name of its initial registered agent at such address is
(city/Town) Zip code)

Robert A Dumais

8. The number of directors constituting the initial board of directors of the corporation is "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.) None Yet Elected

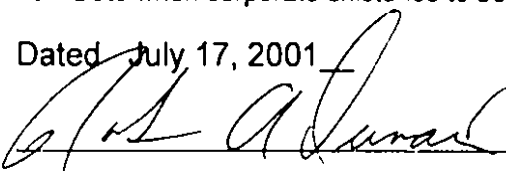
Title	Name	Address
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9. The name and address of each incorporator is:

	Name	Address
President	Robert A Dumais	495 Purchase St Swansea, Ma 02777
V President	Robert A Dumais	495 Purchase St Swansea, Ma 02777
Secretary	Robert A Dumais	495 Purchase St Swansea, Ma 02777
Treasurer	Robert A Dumais	495 Purchase St Swansea, Ma 02777

10. Date when corporate existence to begin: July 23, 2001 (not more than 30 days after filing of these articles of incorporation)

Dated July 17, 2001



Signature of each Incorporator

STATE OF
COUNTY OF

In Cranston RI on this 17 day of July, 2001 personally appeared

before me Robert A Dumais

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

My Commission Expires: 6/23/05