

State of Rhode Island and Providence Plantations
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 Diagnostic Radiology, 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 from and} after effective date

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

Rendering corporate services as physicians and surgeons, specializing in the field of radiology and roentgenology and related specialties and subspecialties, pursuant to the provisions of Chapter 5.1 of Title VII of the General Laws of Rhode Island, 1956, as amended, "The Professional Service Corporation Act" so-called; and doing and performing all acts necessary, incidental or desirable in connection therewith; and carrying out and fulfilling any other corporate purpose(s) permissible under the law for professional service corporations (medical).

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 500 no par common

(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.)

or

(b) *If more than one class:* Total number of shares _____

(State (A) the number of the 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:

Any and all transfers and/or alienations of any shares of stock in this corporation are subject to such pre-emptive rights as are or may be contained in the By-Laws of the corporation from time to time in force and effect; and are further subject to any stock purchase and/or stock redemption agreement which, from time to time, may be in effect by and among the corporation and some or all of its shareholders; and are further subject to the applicable provisions of said professional service corporation law.

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 320 South Main Street, Prov., RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Bruce M. Selya, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is three (3) 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
Allan M. Deutsch, MD	164 Summit Avenue, Prov., RI
Michael J. Ryvicker, MD	164 Summit Avenue, Prov., RI
Howard Cohen, MD	164 Summit Avenue, Prov., RI

NINTH. The name and address of each incorporator is:

Name	Address
Allan M. Deutsch, MD	same as above
Michael J. Ryvicker, MD	same as above
Howard Cohen, MD	same as above

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

September 1, 1978

Dated August 3, 1978

Allan M. Deutsch MD
Michael J. Ryvicker MD
Howard R. Cohen MD

STATE OF RHODE ISLAND }
COUNTY OF PROVIDENCE } In the City of PROVIDENCE
TOWN }

in said county this 3rd day of August, A. D. 19 78

then personally appeared before me Allan M. Deutsch, MD, Michael J. Ryvicker,
MD and Howard Cohen, MD

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.

John M. Clarke
Notary Public
Notary Public

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COPY

AUG 8 1978
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CERTIFICATE OF INSURANCE

This is to Certify, that policies in the name of

NAMED INSURED and ADDRESS
 [Diagnostic Radiology, Inc. and/or Allen
 Deutsch, M.D., Michael Ryvicker, M.D.,
 Howard Cohen, M.D. and Sanford Schatz, MD -
 Individually - c/o Radiology Dept. - Miriam Hospital
 164 Summit Avenue, Providence, R.I. 02906]

THIS CERTIFICATE OF INSURANCE NEITHER AFFIRMATIVELY NOR
 NEGATIVELY AMENDS, EXTENDS OR ALTERS THE COVERAGE
 AFFORDED BY ANY POLICY DESCRIBED HEREIN.

~~XXXXXX~~ will be issued for Professional Liability covering the Insured
 with Limits of not less than \$100,000. per claim as follows:

KIND OF INSURANCE	POLICY NUMBER	POLICY PERIOD	LIMITS	
WORKMEN'S COMPENSATION AND EMPLOYERS' LIABILITY		Eff.	Workmen's Compensation Ins.	STATUTORY
		Exp.	Employers' Liability Ins.	\$
			BODILY INJURY	PROPERTY DAMAGE
COMPREHENSIVE GENERAL LIABILITY		Eff.	\$,000 Each occurrence	\$,000 Each occurrence
		Exp.	\$,000 Aggregate	\$,000 Aggregate
MANUFACTURERS' AND CONTRACTORS' LIABILITY		Eff.	\$,000 Each occurrence	\$,000 Each occurrence
		Exp.	\$,000 Aggregate	\$,000 Aggregate
OWNERS', LANDLORDS' AND TENANTS' LIABILITY		Eff.	\$,000 Each occurrence	\$,000 Each occurrence
		Exp.	\$,000 Aggregate †	\$,000 Aggregate †
CONTRACTUAL LIABILITY		Eff.	\$,000 Each occurrence	\$,000 Each occurrence
		Exp.	\$,000 Aggregate	\$,000 Aggregate
AUTOMOBILE LIABILITY <input type="checkbox"/> Owned Automobiles <input type="checkbox"/> Hired Automobiles <input type="checkbox"/> Non-Owned Automobiles		Eff.	\$,000 Each person	\$,000 Each occurrence
		Exp.	\$,000 Each occurrence	
COMPREHENSIVE AUTO-MOBILE LIABILITY		Eff.	\$,000 Each person	\$,000 Each occurrence
		Exp.	\$,000 Each occurrence	
OTHER: Professional Liability	JUA 8378	Eff. Date of Exp. Corporate Approval		

† Aggregate not applicable if Owners', Landlords' and Tenants' Liability Insurance excludes structural alterations, new construction and demolition.
 and cover, in accordance with the policy terms, employees of the Named Insured with Limits of not less than \$100,000. per claim. Members of the Corporation: (Allen Deutsch, M.D., Michael Ryvicker, M.D., Howard Cohen, M.D. and Sanford Schatz, M.D.)

In the event of any material change in, or cancellation of, said policies, the undersigned company will endeavor to give written notice to the party to whom this certificate is issued, but failure to give such notice shall impose no obligation nor liability upon the company.

Dated: August 4, 1978
 Name of Medical Malpractice Joint Underwriting
 Company: Association of Rhode Island

Joseph F. Merrill
 AUTHORIZED REPRESENTATIVE

CERTIFICATE ISSUED TO:

NAME and ADDRESS
 [Secretary of the State of Rhode Island
 State House
 Providence, R.I. 02903]

Joseph F. Merrill
 MAJUA - RI

