

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. #

75456

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 Ocean State Endoscopy, 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 engage in the business of furnishing professional services of physicians and surgeons including without limitation the operation of an ambulatory surgery center and to transact any or all other lawful purpose for which corporations may be incorporated under Title 7, Chapter 5.1 of the Rhode Island Laws as the same may be from time to time amended hereafter.

AMC#29
115786

FOURTH. 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 Common, \$1.00 par value

(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

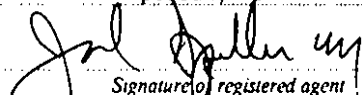
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including 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:

The shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares.

SEVENTH. The address of the initial registered office of the corporation is
100 Highland Avenue, Providence, RI 02906 (add Zip Code)
and the name of its initial registered agent at such address is:

Joel S. Spellun, MD


Signature of registered agent

EIGHTH. 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 §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
Joel S. Spellun, MD - President & Secretary	100 Highland Avenue, Providence, RI 02906

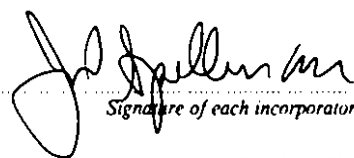
NINTH. The name and address of each incorporator is:

Name	Address
Joel S. Spellun, MD	100 Highland Avenue, Providence, RI 02906

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

Upon filing of these Articles of Incorporation with the Secretary of State

Dated 1/20, 1994


Signature of each incorporator

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

in said county this twentieth day of January, A.D. 1994

then personally appeared before me Joel S. Spellun, 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.

Lukas D. Goldthorn
Notary Public

EXHIBIT A

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

- I. (A) A Director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of the Director's duty as a Director, except for (i) liability for any breach of the Director's duty of loyalty to the corporation or its shareholders, (ii) liability for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) liability imposed pursuant to the provisions of Section 43 of the Rhode Island Business Corporation Act, as amended (the "Act"), or (iv) liability for any transaction (other than transactions approved in accordance with Section 37.1 of the Act) from which the Director derived an improper personal benefit. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent so permitted. Any repeal or modification of this provision by the corporation shall not adversely affect any right or protection of a Director of the corporation existing prior to such repeal or modification.

(B) The Directors of the corporation may include provisions in the corporation's by-laws, or may authorize agreements to be entered into with each Director, officer, employee or other agent of the corporation (an "Indemnified Person"), for the purpose of indemnifying an Indemnified Person in the manner and to the extent permitted by the Act.

In addition to the authority conferred upon the Directors of the corporation by the foregoing paragraph, the Directors of the corporation may include provisions in its by-laws, or may authorize agreements to be entered into with each Indemnified Person, for the purpose of indemnifying such person in the manner and to the extent provided herein:

(1) The by-law provisions or agreements authorized hereby may provide that the corporation shall, subject to the provisions of this Article, pay, on behalf of an

Indemnified Person any Loss or Expenses arising from any claim or claims which are made against the Indemnified Person (whether individually or jointly with other Indemnified Persons) by reason of any Covered Act of the Indemnified Person.

(ii) For the purposes of this Article, when used herein

(1) "Directors" means any or all of the directors of the corporation or those one or more shareholders or other persons who are exercising any powers normally vested in the board of directors;

(2) "Loss" means any amount which an Indemnified Person is legally obligated to pay for any claim for Covered Acts and shall include, without being limited to, damages, settlements, fines, penalties or, with respect to employee benefit plans, excise taxes;

(3) "Expenses" means any expenses incurred in connection with the defense against any claim for Covered Acts, including, without being limited to, legal, accounting or investigative fees and expenses or bonds necessary to pursue an appeal of an adverse judgment; and

(4) "Covered Act" means any act or omission of an Indemnified Person in the Indemnified Person's official capacity with the Corporation and while serving as such or while serving at the request of the Corporation as a member of the governing body, officer, employee or agent of another corporation, including, but not limited to corporations which are subsidiaries or affiliates of the Corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(iii) The by-law provisions or agreements authorized hereby may cover Loss or Expenses arising from any claims made against a retired Indemnified Person, the estate, heirs or legal representative of a deceased Indemnified Person or the legal representative of an incompetent, insolvent or bankrupt Indemnified Person, where the Indemnified Person was an Indemnified Person at the time the Covered Act upon which such claims are based occurred.

(iv) Any by-law provisions or agreements authorized hereby may provide for the advancement of Expenses to an Indemnified Person prior to the final disposition of any

action, suit or proceeding, or any appeal therefrom, involving such Indemnified Person and based on the alleged commission by such Indemnified Person of a Covered Act, subject to an undertaking by or on behalf of such Indemnified Person to repay the same to the corporation if the Covered Act involves a claim for which indemnification is not permitted under clause (v), below, and the final disposition of such action, suit, proceeding or appeal results in an adjudication adverse to such Indemnified Person.

(v) The by-law provisions or agreements authorized hereby may not indemnify an Indemnified Person from and against any Loss, and the corporation shall not reimburse for any Expenses, in connection with any claim or claims made against an Indemnified Person which the corporation has determined to have resulted from: (1) any breach of the Indemnified Person's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (3) action contravening Section 43 of the Act; or (4) a transaction (other than a transaction approved in accordance with Section 37.1 of the Act) from which the person seeking indemnification derived an improper personal benefit.

GENERAL ENDORSEMENT

This endorsement effective 12/10/93 forms a part of

Policy Number JUA 21071 Policy Period from 08/17/93 to 08/17/94

Issued To: CONSULTANTS IN CASTROENTEROLOGY, INC., ET AL

By: Medical Malpractice Joint Underwriting Association of Rhode Island.

IT IS UNDERSTOOD AND AGREED THAT POLICY IS AMENDED TO INCLUDE AS NAMED
INSURED:

JOEL S. SPELLUN, M.D. AND/OR
OCEAN STATE ENDOSCOPY

All other terms and conditions of this policy remain unchanged.

END. #1
01/05/94faf

Felicia A. Freeday
Authorized Signature

ACORD CERTIFICATE OF INSURANCE

ISSUE DATE 01/05/94faf

PRODUCER

RIMS INSURANCE BROKERAGE CORP.
ONE HAYES STREET
PROVIDENCE, RI 02908

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.

COMPANIES AFFORDING COVERAGE

COMPANY LETTER A MMJUA-RI

COMPANY LETTER B

COMPANY LETTER C

COMPANY LETTER D

COMPANY LETTER E

INSURED

JOEL S. SPELLUN, M.D. AND/OR
OCEAN STATE ENDOSCOPY
100 HIGHLAND AVENUE
PROVIDENCE, RI 02906

COVERAGES

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES.

COI CTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	(Limits in Thousands) LIMITS
	GENERAL LIABILITY				
	COMPREHENSIVE FORM				BODILY INJURY OCC. \$
	PREMISES/OPERATIONS				BODILY INJURY AGG. \$
	UNDERGROUND EXPLOSION & COLLAPSE HAZARD				PROPERTY DAMAGE OCC. \$
	PRODUCTS/COMPLETED OPER.				PROPERTY DAMAGE AGG. \$
	CONTRACTUAL				BI & PD COMBINED OCC. \$
	INDEPENDENT CONTRACTORS				BI & PD COMBINED AGG. \$
	BROAD FORM PROPERTY DAMAGE				PERSONAL INJURY AGG. \$
	PERSONAL INJURY				
	AUTOMOBILE LIABILITY				
	ANY AUTO				BODILY INJURY (Per person) \$
	ALL OWNED AUTOS (incl. Poss.)				BODILY INJURY (Per accident) \$
	ALL OWNED AUTOS (incl. Trans.)				PROPERTY DAMAGE \$
	HYBRID AUTOS				BODILY INJURY & PROPERTY DAMAGE COMBINED \$
	NON-OWNED AUTOS				
	TORRAGE LIABILITY				
	EXCESS LIABILITY				
	UMBRELLA FORM				EACH OCCURRENCE \$
	OTHER THAN UMBRELLA FORM				AGGREGATE \$
	WORKER'S COMPENSATION				
	AND				STATUTORY LIMITS
	EMPLOYERS' LIABILITY				EACH ACCIDENT \$
					DISEASE—POLICY LIMIT \$
					DISEASE—EACH EMPLOYEE \$
OTHER	A PROFESSIONAL LIABILITY	JUA 21071	08/17/93	08/17/94	1,000 ea. med. incident 3,000 aggregate

DESCRIPTION OF OPERATIONS, LOCATIONS/VEHICLES/SPECIAL ITEMS

SPECIALTY CODE: 80274

SECRETARY OF STATE
STATE OF RHODE ISLAND
STATE CAPITOL
PROVIDENCE, RI 02903

IF YOU ARE NOT THE POLICYHOLDER, YOU MAY BE UNABLE TO AFFORD THE INFORMATION CONTAINED HEREIN. THEREFORE, THE INSURING COMPANY SHALL ADVANCE BY MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT. BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

Felicia A. Friday

FORM 1000-10-1998