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State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, RI 02903

NON-PROFIT CORPORATION
ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporators of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ENTERPRISE HEALTH SYSTEM.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To plan and coordinate the delivery of high quality health services; to operate for the benefit of and to support Women & Infants Hospital, Kent County Memorial Hospital, and Butler Hospital, and such other charitable, scientific or educational public charities, described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code") or in a corresponding provision of any further statute, as may be affiliated with the corporation from time to time; and to carry on any other activity that may be lawfully carried on by a corporation formed under the Rhode Island Nonprofit Corporation Act as may be in effect from time to time.

FOURTH: Provisions for the regulation of the internal affairs of the corporation are:

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A. Charitable Purposes. The property of the corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings, profits or assets of the corporation upon dissolution or otherwise shall inure to the benefit of any private person or individual or any trustee of the corporation, and upon liquidation or dissolution all property and assets of the corporation remaining after paying or providing for all debts and other expenses shall be distributed and paid over to an organization described in the Code or in a corresponding provision of any further statute; provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article Third hereof. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Code and shall not carry on any activities not permitted to be carried on by an organization exempt from tax under Section 501(c)(3) of the Code or under a corresponding provision of any future statute.

B. Members. The corporation may have members as shall be provided in the by-laws.

C. Board of Directors. The power and authority to conduct business and affairs of the corporation shall be vested solely in a board of directors, except as otherwise provided by law, the articles of incorporation, or the by-laws. Without limiting the generality of the foregoing, the majority of the board of directors holding office from time to time shall have the power to authorize the sale, lease, mortgage or other disposition of all or any portion of the assets of the corporation. Notwithstanding anything herein to the contrary, the by-laws may include specific limitations to the power and authority of the board of directors. The number of directors, the manner of their election, their terms of office, and all of the matters pertaining to the constitution of the board of directors and the proceedings thereof shall be as provided in the by-laws.

D. Limitation of Liability. A member of the board of directors of the corporation (a "director") shall not be personally liable to the corporation 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 members, (ii) liability for acts or omission not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) liability for any transaction from which the director derived an improper personal benefit. If the Rhode Island Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the fullest extent permitted or limited by the Rhode Island Nonprofit Corporation Act as so amended. Any repeal or modification of the provisions of this Paragraph D by the corporation shall not adversely affect any right or protection of a director of the corporation existing prior to such repeal or modification.

E. Indemnification. In addition to the authority conferred upon the corporation by Section 7-6-6 of the Rhode Island Nonprofit Corporation Act, the corporation's by-laws may, subject to the provisions of this Paragraph E, include such terms and conditions as the board of directors, in its sole discretion, determine appropriate, specifically including the authorization of the following:

(i) Payment, on behalf of a director, or officer for any Loss or Expenses arising from any claim or claims which are made against the director or officer (whether individually or jointly with other directors or officers) by reason of any Covered Act of the director or officer.

(ii) Coverage of a Loss or Expenses arising from any claims made against a director or officer no longer serving in an official capacity, the estate, heirs or legal representative of an incompetent, insolvent or bankrupt director or officer, where the director or officer was a director or officer at the time the Covered Act upon which such claims are based occurred.

(iii) Advancement of Expenses to a director or officer prior to the final disposition of any action, suit or proceeding, or any appeal therefrom, involving such director or officer and based upon the alleged commission by such director or officer of a Covered Act, subject to an undertaking by or on behalf of such director to repay the same to the corporation in the event indemnification is not permitted under this Paragraph E.

Notwithstanding the foregoing, provisions of the by-laws authorized by this Paragraph E may not indemnify a director or officer from and against any Loss, and the corporation shall not reimburse for any Expenses, in connection with any claim or claims made against a director or officer for: (i) any breach of the director's or officer's duty of loyalty to the corporation; (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (iii) a transaction from which the person seeking indemnification derived an improper personal benefit.

For the purposes of this Paragraph E, when used herein:

(i) "Loss" means any amount which a director or officer is legally obligated to pay for any claim for a Covered Act and shall include, without being limited to, damages, settlement, fines, penalties, or, with respect to employee benefit plans, excise taxes;

(ii) "Expenses" means any expenses incurred in connection with the defense against any claim for a Covered Act, including, without being limited to, legal, accounting or investigative fees and expenses;

(iii) "Covered Act" means any act or omission of a director or officer in the director's or officer's official capacity with the corporation.

FIFTH: The address of the initial registered office of the corporation is 1500 Fleet Center, Providence, RI 02903, and the name of the initial registered agent at such address is Thomas R. Courage.

SIXTH: 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 the initial directors are:

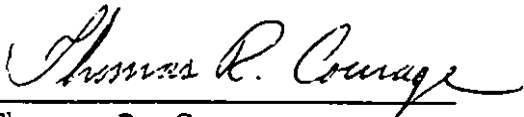
Name	Address
John J. Hynes	455 Toll Gate Road Warwick, RI 02886
Thomas G. Parris, Jr.	45 Willard Avenue Providence, RI 02905
Frank A. Delmonico	345 Blackstone Blvd. Providence, RI 02906

SEVENTH: The name and address of each incorporator is:

Name	Address
Thomas R. Courage	1500 Fleet Center Providence, RI 02906

EIGHTH: The date when corporate existence begins is upon filing.

Dated: November 3, 1995


Thomas R. Courage