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ID Number: 113760



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

ARTICLES OF INCORPORATION  
(To Be Filed In Duplicate Original)

FILED  
AUG 2 2000  
BY AB#9  
245557  
AUG 2 9 37 AM '00  
RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

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 David G. Kerzer, D.O., P.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:  
Rendering professional medical services and all lawful activities related thereto  
pursuant to all of the provisions of Chapter 5.1 of Title 7 of the General Laws  
of Rhode Island, 1956, as amended, the professional service corporation act,  
so-called, including the ownership and leasing of property, both real and personal,  
incident or ancillary to such professional services.

4. The aggregate number of shares which the corporation shall have authority to issue is:  
(a) *if only one class:* Total number of shares 500 (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.):  
All such shares are to be without par value.

(b) *if more than one class:* Total number of shares or (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, 1956, as amended, 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:

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 bylaws of  
the corporation from time to time in force and effect, and are further subject to any  
stock purchase 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. Any and all  
transfers are further subject to the applicable provisions of the Rhode Island  
professional service corporation laws.

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

This corporation is a professional service corporation pursuant to Chapter 5.1 of

Title 7 of the General Laws of RI, 1956, as amended, and pursuant to Section 7-1.1-51  
of the General Laws of RI, 1956, as amended; the internal affairs are (see attached)

7. The address of the initial registered office of the corporation is One Providence Washington Plaza

Providence, RI 02903 and the name of its initial registered agent  
(City/Town) (Zip Code)  
(Street Address, not P.O. Box)

at such address is Jay M. Elias  
(Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is N/A 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.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
<u>President</u>	<u>David G. Kerzer</u>	<u>1220 Pontiac Ave., Cranston, RI 02920</u>
<u>Treasurer</u>	<u>David G. Kerzer</u>	<u>1220 Pontiac Ave., Cranston, RI 02920</u>
<u>Secretary</u>	<u>Jay M. Elias</u>	<u>One Providence Washington Plaza, Prov., RI 02903</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Jay M. Elias, Esquire</u>	<u>One Providence Washington Plaza</u> <u>Providence, RI 02903</u>

10. Date when corporate existence is to begin Effective immediately upon date of filing.  
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: August 1, 2000



Signature of each Incorporator

STATE OF Rhode Island  
COUNTY OF Providence

In Providence, RI, on this 1st day of August, 2000, personally appeared before me Jay M. Elias 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.

Jennifer F. Ledoux  
Notary Public  
My Commission Expires: 7-18-01

ARTICLES OF INCORPORATION

[Addendum]

**David G. Kerzer, D.O., P.C., Inc.**

6. governed by the bylaws and the provisions of the statutes.



(415) 397-9700  
 (800) 652-1051  
 (907) 583-3414 (In Alaska)

**CERTIFICATE OF INSURANCE**

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 policy below.

Name and Address of Insured

DAVID G. KERZER DO  
 857 POST ROAD  
 WARWICK RI 02888

Original  
 609262

Insurance afforded by this policy is CLAIMS-MADE Professional Liability Insurance

Policy Number	Limits of Liability	Annual Policy Period As of 12:01 a.m. local time
609263	1,000,000 each claim 3,000,000 aggregate 0 deductible	Effective Date: 01/01/00 Expiration Date: 01/01/01 Retro Date: 07/27/96

Current Medical Specialty: 8959 FAMILY PRACTICE - NO SURGERY

Certificate Holder

This is to certify that the policy of insurance listed above has been issued to the insured named above for the policy period indicated. The insurance afforded by the policy described herein is subject to all the terms, exclusions and conditions of such policy. Should the above policy be canceled before the expiration date, NORCAL will endeavor to mail 10 days written notice to the certificate holder named above, but failure to provide such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives. The policy provides that it is the responsibility of the insured to inform recipients of Certificates of Insurance of any changes in coverage or termination or cancellation of the policy.

By: NORCAL Mutual Insurance Company

Date: 11/06/99

*David R. Holley M.D.*  
 DAVID R. HOLLEY, M.D.  
 Secretary