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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

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 Altus Systems 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:

providing, administering and underwriting health and employee benefits plans and
programs; investing in and owning subsidiary and affiliated corporations involved
in the same; and all other legally permitted purposes.

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

(a) If only one class: Total number of shares 1000 (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 shares to be without par value

or

(b) If more than one class: Total number of shares n/a (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.):

none

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

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DEC 31 1998

BY [Signature]
25984

86, 14, 54, 71, 10, 050

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6. Provisions (if any) for the regulation of the internal affairs of the corporation: (1) Majority vote of stockholders required for (a) sale or transfer of substantially all the assets of the Corporation; (b) approval or amendment to the bylaws of the Corporation. (2) Officers of principal stockholder to serve as officers of the Corporation until first annual meeting of stockholders.

7. The address of the initial registered office of the corporation is 30 Exchange Terrace
(Street)

Providence, RI 02903 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)
William R. Landry, Esq.

8. The number of directors constituting the initial board of directors of the corporation is five 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.)

Title	Name	Address
Director	James W. Thomas	32 Cedar Avenue, Barrington, RI 02806
Director	A. Thomas Correia, DDS	2441 Pawtucket Ave., E. Providence, RI 02914
Director	Robert DiMuccio	P.O. Box 6008, Providence, RI 02940
Director	Karl Sherry	20 Westminster Street, Providence, RI 02903
Director	Laurie L. White	30 Exchange Terrace, Providence, RI 02903

9. The name and address of each incorporator is:

Name	Address
Scott T. Spear	30 Exchange Terrace, Providence, RI 02903

10. Date when corporate existence to begin: January 1, 1999
(not more than 30 days after filing of these articles of incorporation)

Dated December 31, 1998



Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on this 31st day of December, 1998, personally appeared before me Scott T. Spear 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: 7/10/2001