

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 02903-1335

Corp. I.D. # 94264

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

and Chapter
7-5.1

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 Gerst. A. DuBois, M.D., 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 render medical services as orthopedic physicians and surgeons pursuant to the Professional Service Corporations Act, Chapter 51, of the General Laws of the State of Rhode Island, 1956, as amended.

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MAR 27 1997

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By 182804

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

- (a) *If only one class:* Total number of shares . 100. shs. NO PAR VALUE 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 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:

SEE ATTACHED

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

NONE

SEVENTH: The address of the initial registered office of the corporation is .155 South Main Street, Providence, RI 02903 (add Zip Code) and the name of its initial registered agent at such address is: Joseph G. Kinder

Joseph G. Kinder
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
Geret A. DuBois - President	1705 Broad Street, Cranston, RI 02905
Geret A. DuBois - Secretary	1705 Broad Street, Cranston, RI 02905
Geret A. DuBois - Treasurer	1705 Broad Street, Cranston, RI 02905

NINTH: The name and address of each incorporator is:

Name	Address
Joseph G. Kinder, Esq.	155 South Main St., Providence, RI 02903

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

Upon filing

Dated March 25, 19 97

Joseph G. Kinder
Signature of each incorporator

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

So long as there shall be more than one holder of the outstanding capital stock of the corporation, no holder of any of the capital stock of the corporation shall transfer any of such stock without first offering the same to the corporation at the lowest price at which he or she is willing to dispose of the same, said offer to be in writing and to include a true statement of the names and addresses of the transferee or transferees to whom said stockholder intends to transfer his or her stock if his or her said offer is not accepted by the corporation as hereinafter provided. Said offer and statement shall be addressed and delivered to the Secretary of the corporation or in case the stockholder making such offer be the Secretary, then to the President. The Secretary or President, as the case may be, shall thereupon call or cause to be called, a special meeting of the holders of the stock of the corporation then outstanding, to be held within 10 days after the receipt of said offer, for the purpose of taking such action with respect to the same. The corporation, through the holders of the stock when outstanding, shall have 30 days after the receipt of said offer to accept or reject said offer, and until action thereon, shall be taken or until the expiration of said 30 days, whichever shall first occur, no transfer of any of his or her capital stock shall be made by the stockholder submitting the offer, but if the stockholders shall reject said offer or if no action shall be taken by them prior to the expiration of said 30 days, such stockholder may then transfer the same at not less than said price to any transferee or transferees described in said statement, provided said transferee or transferees shall qualify as eligible stockholders pursuant to the Professional Service Corporation Statute, at any time within six months after the expiration of said 30 days, but not otherwise or thereafter without again complying with the provisions of this Article. At any such meeting the shares of stock held by the stockholder submitting said offer shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the stockholder so submitting said offer shall not be entitled to vote at said meeting. All transfers of the capital stock of the corporation (except transfers upon the death of a stockholder from his or her estate to his or her next of kin or to the legatee or legatees named in his or her will) are intended to be included in the prohibition of this Article, including but without limiting the generality of the foregoing: a transfer by virtue of a pledge, attachment, or other encumbrance. Any transfer contrary to the foregoing provisions shall be void. The corporation, by vote of the holders of a majority of the shares of the capital stock then outstanding, may waive the provisions of this Article with respect to any particular transfer, but the stock with reference to which said provisions are waived shall not be counted as outstanding for the purpose of determining what shall constitute a quorum and a majority vote and the holder of said stock shall not be entitled to vote at said meeting.



(415) 777-4200
 (800) 852-1051
 (907) 563-3414 (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.

Geret A. DuBois, MD., Inc.
 1705 Broad Street
 Cranston, Rhode Island 02905

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

Policy No.	Amount of Liability	Annual Policy Period
602904	1,000,000 each claim 3,000,000 aggregate n/a deductible	Effective Date: 01/01/97 Expiration Date: 01/01/98 Retro Date: 07/21/90

Current Medical Specialty: 8929- Orthopedic Surgery

Secretary of State
 100 No. Main Street
 Providence, Rhode Island 02904

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: 3/28/97

James R. McFarland M.D.
 JAMES R. MCFARLAND, M.D.
 Secretary