

State of Rhode Island and Providence Plantations
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 Daniel J. Sullivan, DDS, P.C., *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:

1. To practice dentistry.
2. To transact any lawful business for which corporations may be incorporated under the Rhode Island Business Corporation Act; and to have all the powers conferred upon corporations organized under the Rhode Island Business Corporation Act..

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
- (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
- (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
- (r) To have and exercise all powers necessary or convenient to effect its purposes.

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

(a) *If only one class:* Total number of shares 800 Shares all of which are without par.

(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:

Forbidding disposal of stock without first offering it to the corporation. No shareholder shall have the right or power to pledge, sell or otherwise dispose of, except by will, any share or shares of the common stock, without first offering the said share or shares of stock for sale to the company, at the lowest price per share at which it is proposed to sell such share or shares of stock; in case it is proposed to pledge or otherwise dispose of the same, except by will, the company's written consent shall first be obtained, otherwise, such pledge, etc., will be invalid. Such offer to sell or pledge said stock shall be made in writing, signed by such shareholder and delivered to the company at its principal place of business and such offer shall remain good for acceptance by the company for the period of sixty (60) days from the date of receiving such notice. These provisions shall be binding also upon any executor, administrator, or other legal representative of every shareholder, in case of the sale or pledging of any share or share of stock by such executors, administrators or other legal representative of any shareholder, and the provisions contained in these Articles of Association shall be embodied in, written, printed or stamped upon each certificate of common stock issued and be binding upon each and every owner or holder thereof, whether such stock be acquired by will or otherwise.

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

SEVENTH. The address of the initial registered office of the corporation is
94 East Main Road, Middletown, R.I. 02840 (add Zip Code)
and the name of its initial registered agent at such address is: Daniel J. Sullivan

EIGHTH. The number of directors constituting the initial board of directors of the corporation is one (1) 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
Daniel J. Sullivan, Director	1 Harrison Lane, Newport, R.I. 02840
Daniel J. Sullivan, Pres. Treas., Sect.	1 Harrison Lane, Newport, R.I. 02840

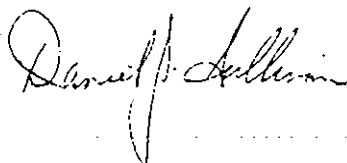
NINTH. The name and address of each incorporator is:

Name	Address
Daniel J. Sullivan	1 Harrison Lane, Newport, R.I. 02840

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


August 26 1980

Dated July 31, 1980

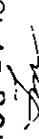


STATE OF RHODE ISLAND } In the City } of NEWPORT
COUNTY OF NEWPORT } Town: }
in said county this 31st day of JULY, A.D. 1981
then personally appeared before me DANIEL J. SULLIVAN

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
D. J. Sullivan 6/30/81

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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 POLICIES LISTED BELOW.

NAME AND ADDRESS OF AGENCY KIRBY, INC. 41 Bellevue Ave. Newport, RI 02840	COMPANIES AFFORDING COVERAGES COMPANY LETTER A St. Paul Fire & Marine Ins. Co. COMPANY LETTER B COMPANY LETTER C COMPANY LETTER D COMPANY LETTER E
NAME AND ADDRESS OF INSURED Daniel J. Sullivan, DDS, P.C. & Daniel J. Sullivan, DDS, Individ. 94 East Main Road Middletown, R.I. 02840	

This is to certify that policies of insurance listed below have been issued to the insured named above and are in force at this time. 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.

COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	GENERAL LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> PREMISES—OPERATIONS <input type="checkbox"/> EXPLOSION AND COLLAPSE HAZARD <input type="checkbox"/> UNDERGROUND HAZARD <input type="checkbox"/> PRODUCTS/COMPLETED OPERATIONS HAZARD <input type="checkbox"/> CONTRACTUAL INSURANCE <input type="checkbox"/> BROAD FORM PROPERTY DAMAGE <input type="checkbox"/> INDEPENDENT CONTRACTORS <input type="checkbox"/> PERSONAL INJURY			BODILY INJURY \$	\$	\$
				PROPERTY DAMAGE \$	\$	\$
				BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	\$
				PERSONAL INJURY		\$
	AUTOMOBILE LIABILITY <input type="checkbox"/> COMPREHENSIVE FORM <input type="checkbox"/> OWNED <input type="checkbox"/> HIRED <input type="checkbox"/> NON-OWNED			BODILY INJURY (EACH PERSON) \$	\$	\$
				BODILY INJURY (EACH ACCIDENT) \$	\$	\$
				PROPERTY DAMAGE \$	\$	\$
				BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	\$
	EXCESS LIABILITY <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM			BODILY INJURY AND PROPERTY DAMAGE COMBINED \$	\$	\$
	WORKERS' COMPENSATION and EMPLOYERS' LIABILITY			STATUTORY	\$	(EACH ACCIDENT)
A	OTHER Dentists Prof. Liab.	569JP1068	10/1/79- 10/1/80	\$500,000 Each Claim Annual Aggregate Three Times Each Claim		

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES

Cancellation: Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavor to mail 10 days written notice to the below named certificate holder, but failure to mail such notice shall impose no obligation or liability of any kind upon the company.

NAME AND ADDRESS OF CERTIFICATE HOLDER: Secretary of State State of Rhode Island and Providence Plantations R.I. State House Providence, R.I.

DATE ISSUED: 8/15/80 ng

KIRBY, INC.
 AUTHORIZED REPRESENTATIVE