Filing and License Fee: $230.00 minimum

ID Number: 161770

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence Rhode Island 02904-2615

FILED
FEB 13 2007

2007 FEB 13 AM 9:54

PROFESSIONAL SERVICE CORPORATION

214481

ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a professional service corporation under Chapters 7-5.1 and 7-12 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation

1. The name of the corporation is **Pulmonary & Sleep Office of New England, P.C.**

(This is a close corporation pursuant to § 7-12-1721 of the General Laws 1956, as amended.) (Strike if inapplicable)

2. The profession to be practiced through the professional service corporation is **pulmonary and sleep services**

3. The total number of shares which the corporation has authority to issue is:

(a) *if only one class:* Total number of shares **Common - 8,000**

or

(b) *if more than one class:* Total number of shares of each class

A statement of all or any of the designations and the powers, preferences, and rights, including voting rights, and the qualifications, limitations, or restrictions of them, which are permitted by the provisions of Chapter 7-12 of the General Laws, 1956, as amended, in respect of any class or classes of shares of the corporation and the fixing of which by the articles of association is desired, and an express grant of the authority as it may then be desired to grant to the board of directors to fix by vote or votes any of them that may be desired but which is not fixed by the articles:

4. The address of the initial registered office of the corporation is **25 John A. Cummings Way**
(Street Address, not P.O. Box)

Woonsocket (City/Town), RI **02895** (Zip Code) and the name of its initial registered agent at such address is **Mohammad Khamlees, M.D.** (Name of Agent).

5. The corporation shall have perpetual existence until dissolved or terminated in accordance with Chapter 7-12.

6. Unless otherwise stated all authorized shares are deemed to have a nominal or par value of $0.01 per share.

7. Additional provisions, if any, not inconsistent with Chapter 7-1.2 which the incorporators elect to have set forth in these Articles of Incorporation:

Please see Attachment A attached hereto

8. The name and address of each incorporator is:

Name	*Address*
Mohammad Khamiees, M.D.	**287 Chuncy St., Bldg. 201, Unit 8, Apt. 201, Mansfield, MA 02048**

9. These Articles of Incorporation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing: _____

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 2-8-07

_____

_____

Signature of each Incorporator

PULMONARY & SLEEP OFFICE OF NEW ENGLAND, P.C.

ATTACHMENT

Article 7

1. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.

2. The directors may make, amend, or repeal the bylaws in whole or in part, except with respect to any provision of such bylaws or these Articles which requires a vote by the stockholders.

3. Meetings of the stockholders of the Corporation may be held anywhere in the United States.

4. The Corporation shall have the power to be a partner in any business enterprise which the Corporation would have the power to conduct itself.

5. The Corporation, by unanimous vote of all of the stock outstanding and entitled to vote thereon may (a) authorize any amendment to its Articles of Organization pursuant to Rhode Island General Laws, as amended from time to time, (b) authorize the sale, lease or exchange of all or substantially all of its property and assets, including its goodwill, pursuant to Rhode Island General Laws, as amended from time to time.

6. No Director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except to the extent that such exculpation from liability is not permitted by the Rhode Island Business Corporation Law as the same exists or may hereafter be amended. No amendment to or repeal of this provision shall apply to or have any effect on the liability of any Director for or with respect to any acts omissions of such Director occurring prior to such amendment or repeal.

ACORD CERTIFICATE OF LIABILITY INSURANCE

05/08/2006

PRODUCER (305)370-0002 FAX (305)370-0338
Shear / Schultz Insurance, LLC
452 Old Connecticut Path
Suite 101
Framingham, MA 01701

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 BELOW.

INSURED
Mohammad Khamees
Pulmonary & Sleep Office of New England PC
c/o Northern RI Anesthesia
42 Hemingway Drive
Riverside, RI 02915

INSURERS AFFORDING COVERAGE — NAIC #
INSURER A: ProMutual Group
INSURER B:
INSURER C:
INSURER D:
INSURER E:

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. 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. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
	GENERAL LIABILITY				EACH OCCURRENCE $
					DAMAGE TO RENTED PREMISES (Ea occurrence) $
					MED EXP (Any one person) $
					PERSONAL & ADV INJURY $
					GENERAL AGGREGATE $
					PRODUCTS - COMP/OP AGG $
	AUTOMOBILE LIABILITY				COMBINED SINGLE LIMIT (Ea accident) $
					BODILY INJURY (Per person) $
					BODILY INJURY (Per accident) $
					PROPERTY DAMAGE (Per accident) $
	GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT $
					OTHER THAN AUTO ONLY: AGG $
	EXCESS/UMBRELLA LIABILITY				EACH OCCURRENCE $
					AGGREGATE $
					$
					$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				STATUTORY LIMITS OTH-
					E.L. EACH ACCIDENT $
					E.L. DISEASE - POLICY LIMIT $
					E.L. DISEASE - EA EMPLOYEE $
	OTHER				
	Physicians & Surgeons Professional Liability	1-18756	06/07/2006	06/07/2007	$1,000,000 each claim $3,000,000 annual aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS
E/O Retro Date

CERTIFICATE HOLDER

Mohammad Khamees, MD
Pulmonary & Sleep Office of New England, PC
c/o Northern RI Anesthesia
42 Hemingway Drive
Riverside, RI 02915

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

ACORD 25 (2001/08)

© ACORD CORPORATION 1988

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 06/08/2006

PRODUCER (508)370-0002 FAX (508)370-0758
Cleary Schultz Insurance, LLC
492 Old Connecticut Path
Suite 303
Framingham, MA 01701

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 BELOW.

INSURED Mohammad Khamiees
Pulmonary & Sleep Office of New England, PC
c/o Northern RI Anesthesia
42 Hemingway Drive
Riverside, RI 02915

INSURERS AFFORDING COVERAGE	NAIC #
INSURER A ProMutual Group	
INSURER B	
INSURER C	
INSURER D	
INSURER E	

COVERAGES

THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. 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. AGGREGATE LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS	
		GENERAL LIABILITY					
		☐ COMMERCIAL GENERAL LIABILITY				EACH OCCURRENCE	$
		☐ CLAIMS MADE ☐ OCCUR				DAMAGE TO RENTED PREMISES (Ea occurrence)	$
						MED EXP (Any one person)	$
		GEN'L AGGREGATE LIMIT APPLIES PER:				PERSONAL & ADV INJURY	$
		☐ POLICY ☐ PRO-JECT ☐ LOC				GENERAL AGGREGATE	$
						PRODUCTS - COMP/OP AGG	$
		AUTOMOBILE LIABILITY					
		☐ ANY AUTO				COMBINED SINGLE LIMIT (Ea accident)	$
		☐ ALL OWNED AUTOS				BODILY INJURY (Per person)	$
		☐ SCHEDULED AUTOS				BODILY INJURY (Per accident)	$
		☐ HIRED AUTOS				PROPERTY DAMAGE (Per accident)	$
		☐ NON-OWNED AUTOS					
		GARAGE LIABILITY				AUTO ONLY - EA ACCIDENT	$
		☐ ANY AUTO				OTHER THAN AUTO ONLY: EA ACC	$
						AGG	$
		EXCESS/UMBRELLA LIABILITY				EACH OCCURRENCE	$
		☐ OCCUR ☐ CLAIMS MADE				AGGREGATE	$
		☐ DEDUCTIBLE					$
		☐ RETENTION $					$
		WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				☐ WC STATU-TORY LIMITS ☐ OTH-ER	$
		ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED?				E.L. EACH ACCIDENT	$
		If yes, describe under SPECIAL PROVISIONS below				E.L. DISEASE - EA EMPLOYEE	$
		OTHER				E.L. DISEASE - POLICY LIMIT	$
A		Physicians & Surgeons Professional Liability	2-18766	06/07/2006	06/07/2007	$1,000,000 each claim $3,000,000 annual aggregate	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS
4/6/05 Retro Date

CERTIFICATE HOLDER

Mohammad Khamiees, MD
Pulmonary & Sleep Office of New England, PC
c/o Northern RI Anesthesia
42 Hemingway Drive
Riverside, RI 02915

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ENDEAVOR TO MAIL 10 DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

IMPORTANT

If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

DISCLAIMER

The Certificate of Insurance on the reverse side of this form does not constitute a contract between the issuing insurer(s), authorized representative or producer, and the certificate holder, nor does it affirmatively or negatively amend, extend or alter the coverage afforded by the policies listed thereon.