

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

Corp ID. # 83580

**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 ENT and ALLERGY, 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:

Rendering professional services as physicians specializing in ear, nose and throat illnesses, allergies, and surgery and related fields including all lawful activities relative thereto pursuant to all provisions of Chapter 5.1, Title 7 of the General Laws of Rhode Island 1956, as amended, "The Professional Service Corporation Law", so called.

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SECRETARY OF STATE  
MAR 22 2 30 PM '95

FILED

MAR 22 1995

ENC # 357384-1/

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

(a) If only one class: Total number of shares 600 - Common - Without par value

(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:

No stockholder of the corporation shall make sale of the stock of the corporation held by him without first giving written notice to the corporation of his intention to sell the same and giving to the corporation the right to purchase said stock. The purchase price of said stock shall be the value thereof, as determined by the stockholders in accordance with the provisions of the by-laws, as of the end of the month preceding said offer to sell. The corporation shall exercise the right to purchase the stock so offered it within thirty (30) days from the date of the receipt of said offer and if not accepted within said time, the stockholder shall be at liberty to make sale of the stock so offered to the corporation in open market. By unanimous consent of all the stockholders the holder of any stock may be authorized and permitted to transfer the same to any person or persons and such authorization shall be considered a waiver by the corporation of its right to have the stock offered to it first before the offering of the same for sale to any other party.

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 630 Hospital Trust Bldg., P.O. Box 513, Prov., RI 02901 (add Zip Code) and the name of its initial registered agent at such address is: Peter K. Rosedale

  
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
Charles S. Faber - President	251 Park Avenue, Cranston, RI 02905
Mark P. Andreozzi - Vice President	251 Park Avenue, Cranston, RI 02905
Mark P. Andreozzi - Secretary	251 Park Avenue, Cranston, RI 02905
Charles S. Faber - Treasurer	251 Park Avenue, Cranston, RI 02905

NINTH. The name and address of each incorporator is:

Name	Address
Peter K. Rosedale	630 Hospital Trust Bldg., P. O. Box 513 Providence, RI 02901

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

March 22, 1995

Dated March 21, 1995

  
Signature of each incorporator

STATE OF RHODE ISLAND } City  
COUNTY OF PROVIDENCE } In the Town of Providence

in said county this ~~20th~~ 21st day of March, A.D. 19 95  
then personally appeared before me Peter K. Rosedale

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.

*Russell C. Kelly*  
Notary Public

# ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)  
03/21/95faf

## PRODUCER

E. W. Shippee & Sons, Inc.  
1130 Ten Rod Road  
North Kingstown, RI 02852

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.

## COMPANIES AFFORDING COVERAGE

COMPANY  
A MMJUA-RI

COMPANY  
B

COMPANY  
C

COMPANY  
D

## INSURED

CHARLES S. FABER, D.O., INDIVIDUALLY AND/OR  
CHARLES S. FABER, D.O., LTD. AND /OR  
ENT AND ALLERGY, INC.  
251 PARK AVENUE  
CRANSTON, RI 02905

## COVERAGES

THIS IS TO CERTIFY THAT 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.

CO LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	(Limits in Thousands)	
	<b>GENERAL LIABILITY</b>					
	<input type="checkbox"/> COMPREHENSIVE FORM				BODILY INJURY OCC	\$
	<input type="checkbox"/> PREMISES/OPERATIONS				BODILY INJURY AGG	\$
	<input type="checkbox"/> UNDERGROUND EXPLOSION & COLLAPSE HAZARD				PROPERTY DAMAGE OCC	\$
	<input type="checkbox"/> PRODUCTS/COMPLETED OPER				PROPERTY DAMAGE AGG	\$
	<input type="checkbox"/> CONTRACTUAL				BI & PD COMBINED OCC	\$
	<input type="checkbox"/> INDEPENDENT CONTRACTORS				BI & PD COMBINED AGG	\$
	<input type="checkbox"/> BROAD FORM PROPERTY DAMAGE				PERSONAL INJURY AGG	\$
	<input type="checkbox"/> PERSONAL INJURY					
	<b>AUTOMOBILE LIABILITY</b>					
	<input type="checkbox"/> ANY AUTO				BODILY INJURY (Per person)	\$
	<input type="checkbox"/> ALL OWNED AUTOS (Private Pass)				BODILY INJURY (Per accident)	\$
	<input type="checkbox"/> ALL OWNED AUTOS (Other than Private Passenger)				PROPERTY DAMAGE	\$
	<input type="checkbox"/> HIRED AUTOS				BODILY INJURY & PROPERTY DAMAGE COMBINED	\$
	<input type="checkbox"/> NON-OWNED AUTOS					
	<input type="checkbox"/> GARAGE LIABILITY					
	<b>EXCESS LIABILITY</b>					
	<input type="checkbox"/> UMBRELLA FORM				EACH OCCURRENCE	\$
	<input type="checkbox"/> OTHER THAN UMBRELLA FORM				AGGREGATE	\$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>					
	THE PROPRIETOR/ PARTNERS/EXECUTIVE OFFICERS ARE: <input type="checkbox"/> INCL <input type="checkbox"/> EXCL				WC STATUTORY LIMITS	OTH ER
					EL EACH ACCIDENT	\$
					EL DISEASE - POLICY LIMIT	\$
					EL DISEASE - EA EMPLOYEE	\$
A	<b>OTHER</b>					
	PROFESSIONAL LIABILITY	JUA 25339	08/22/95	08/22/96	\$1,000 ea. med. incident \$3,000 aggregate	

## DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/SPECIAL ITEMS

Specialty code: 84159 Effective 03/21/95, 12:01 a.m., policy amended to include:  
ENT and Allergy, Inc.

## CERTIFICATE HOLDER

Secretary of State  
State of Rhode Island  
Providence, RI 02903

## 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 CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO MAIL SUCH NOTICE SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE COMPANY, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE

*Felicia A. Friday*