



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

(a) *If only one class:* Total number of shares 8,000

(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.)

common no par

or

(b) *If more than one class:* Total number of shares \_\_\_\_\_

(State (A) the number of the 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, 1966, as amended:

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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 401 Turks Head Building, Providence, Rhode Island 02903(add Zip Code) and the name of its initial registered agent at such address is: Raymond J. Surdut

EIGHTH. The number of directors constituting the initial board of directors of the corporation is 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 §7-1.1-61 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Scott H. Surdut, O.D.	222 Garden City Drive, Cranston, RI 02920

NINTH. The name and address of each incorporator is:

Name	Address
Raymond J. Surdut	401 Turks Head Bldg., Providence, RI 02903

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

February 1, 1979

Dated February 1, 1979

Raymond J. Surdut

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

in said county this 1st day of February, A. D. 19 79.

then personally appeared before me Raymond J. Surdut

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.

*[Handwritten Signature]*  
Notary Public  
*[Handwritten Signature]*

FEB 1 1979  
*[Handwritten Signature]*

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

The corporation shall have the right in the event of sale of any stock by any stockholder, to purchase said stock at the lowest price at which such stockholder is willing to sell the same before such stock may be sold to any other party; "price" shall include not just the total sale price, but shall also include all terms and conditions of the sale, including, but not limited to, time purchase, extended payment and financing arrangements with or without collateral equivalent to those offered to a proposed purchaser other than the corporation; no attempted sale of any stock to any party other than the corporation shall be valid unless such stock shall have first been offered in writing to the corporation at the lowest price at which the holder thereof is willing to sell and unless such offer shall have been rejected or shall not have been acted upon by the corporation within thirty (30) days after such offer is received by each of the directors of the corporation, excluding the offeror if the offeror is a director of the corporation. If the offeror is the sole director of the corporation, then the offer must be received by all the stockholders of the corporation; and also unless such offer shall have been rejected or shall not have been acted upon by the directors receiving such offer within thirty (30) days after receiving such offer, the directors shall have the power to accept or reject such offer for the corporation, the offeror not participating in said vote. If the directors shall reject said offer within thirty (30) days of receipt thereof, or shall not act upon such rejection or acceptance in writing within thirty (30) days of receipt, then the offeror shall make the same offer to all the other stockholders of the corporation who shall accept or reject the same in writing within thirty (30) days after receipt thereof. If no stockholder shall accept said offer in writing within said thirty (30) day period, then the offeror may sell the same at the same price as originally offered within not more than sixty (60) days after the date of delivery of the offer to the stockholders as hereinbefore provided. Offers to sell shall be in writing, shall state the number and class of shares to be sold, the price and all other terms and conditions of payment and financing thereof, at which the offeror is willing to sell and the name and address of the proposed transferee, if known to the offeror. Any executor, administrator, trustee in bankruptcy, assignee in insolvency, receiver or any other person who shall acquire any such stock under any order of court or by any other legal process or otherwise than by issue or sale of the stock by the corporation or by transfer under these provisions, shall immediately upon becoming the equitable owner of such stock, notify the corporation of such fact and offer to sell such stock in accordance with these provisions. The offer shall state offeror's mailing address for acceptance.

If more stockholders elect to purchase shares than the number offered for sale, such stockholders shall be entitled to purchase and receive the pro rata proportion of the shares of stock offered for sale based upon the respective holdings of those stockholders who do elect to purchase under this provision. A pledge or hypothecation of stock shall not be deemed a sale, but no transfer of stock pledged or hypothecated shall be made by the corporation on its books unless and until a foreclosure thereof and then the purchaser of such stock at foreclosure, whether at private sale or public auction, shall be subject to the purchase thereof being first offered to the directors and thereafter to the stockholders of the corporation as hereinbefore set forth. The provisions of this Article FIFTH may be waived by the unanimous vote of the stockholders and directors without constituting a precedent as to any other or subsequent offers hereunder.

SIXTH: The corporation shall have the power to act as an accommodation maker and as an accommodation guarantor, both as a co-obligor and as a guarantor or surety to guarantee the indebtedness and obligations of other persons, partnerships, corporations and any other entities, including the obligations of any of the officers, stockholders, directors or employees of said corporation, and in addition to mortgage, pledge or hypothecate any or all of the corporate assets in connection therewith, and to guarantee any bonds, securities or evidences of indebtedness created by or dividends on or a certain amount per share in liquidation of the capital stock of any other corporation or corporations created by the State of Rhode Island or by any other state, country, nation or government. If permitted by law, the corporation shall have the power to give bond and to act as surety on any bond including bail bonds, probate bonds, receivers bonds or any other kind of bonds as may be permitted by law. The corporation shall have the power to merge with other corporations.

ELEVENTH: Prior to the issuance of any stock of this corporation, and until officers and/or directors have been elected, the incorporators may amend the articles of association of this corporation by the unanimous vote of said incorporators either by addition to its corporate powers and purposes, or by diminution thereof; or by substituting other powers and purposes, in whole or in part, for those set forth in the articles of association; or by changing its corporate name; or by increasing or decreasing its authorized capital stock, or any class thereof; or by changing the number and par value of the shares of its capital stock or of any class thereof; or by creating new classes of stock; or by otherwise changing the kinds, classes and voting powers of its capital stock; or by making any other changes or alterations in its articles of association; and provided, further, that no such amendment, change or alteration shall shorten the period of duration of such corporation, or extend the date of its commitment. The corporation by unanimous vote of shareholders may assume the assets and liabilities of other corporations with or without formal merger.

TWELFTH: The Board of Directors of the corporation is expressly granted, without limitation or restriction, the authority to exercise all powers which may by law be granted to it to fix and amend by unanimous vote of the Board of Directors any and all matters which are and which may hereafter be authorized to be vested in the Board of Directors under Rhode Island General Laws, 1956, as amended, and any subsequent amendments thereto. The corporation may also engage in the transaction of any or all lawful business for which corporations may be incorporated Chapter 7-1.1 of the Rhode Island General Laws, 1956, as amended.

THIRTEENTH: Each and every paragraph of these Articles of Association and each and every part thereof which are or shall become invalid, or which are or shall become unlawful to the extent that the same do or shall prevent the corporation from qualifying or from remaining qualified as a professional service corporation under Rhode Island General Laws, 1956, 7-5.1, as amended or as the same may hereafter be amended, shall by virtue thereof be and become null and void, but such present or subsequent invalidation shall not affect the validity and force of any other provisions of these Articles of Association which shall be construed at all times so as to be proper and lawful provisions for a professional service corporation as defined and created by said Section 7-5.1, as amended or as the same may hereafter be amended.

# 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  Starkweather & Shepley, Inc. 155 South Main Street Providence, Rhode Island 02903	<b>COMPANIES AFFORDING COVERAGES</b>  COMPANY LETTER <b>A</b> Federal  COMPANY LETTER <b>B</b>  COMPANY LETTER <b>C</b>  COMPANY LETTER <b>D</b>  COMPANY LETTER <b>E</b>
NAME AND ADDRESS OF INSURED  Cranston Eye Associates, Inc. 960 Reservoir Avenue Cranston, Rhode Island 02910	

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.

COMPANY LETTER	TYPE OF INSURANCE	POLICY NUMBER	POLICY EXPIRATION DATE	Limits of Liability in Thousands (000)		
					EACH OCCURRENCE	AGGREGATE
	<b>GENERAL LIABILITY</b> <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		\$
	<b>AUTOMOBILE LIABILITY</b> <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	\$	
	<b>EXCESS LIABILITY</b> <input type="checkbox"/> UMBRELLA FORM <input type="checkbox"/> OTHER THAN UMBRELLA FORM			BODILY INJURY AND PROPERTY DAMAGE COMBINED	\$	\$
	<b>WORKERS' COMPENSATION and EMPLOYERS' LIABILITY</b>			STATUTORY		
	<b>OTHER</b> Professional Liability	Binder	1/30/80			
A					\$	(EACH ACCIDENT)
				\$1,000,000		

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 the State of Rhode Island  
 State House  
 Providence, Rhode Island 02903

DATE ISSUED: 1/30/79  
  
 STARKWEATHER & SHEPLEY, INC.  
 AUTHORIZED REPRESENTATIVE