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ID Number: 110540



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

(To Be Filed In Duplicate Original)

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:

1. The name of the corporation is DR. PHILLIP G WRIGHT OPTOMETRIST LTD.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The period of its duration is (if perpetual, so state) PERPETUAL

3. The specific purpose or purposes for which the corporation is organized are:

TO PROVIDE EYE CARE SERVICES

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

(a) If only one class: Total number of shares 6000 (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.)

NO 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 Chapter 7-1.1 of the General Laws, 1956, as amended, 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.)

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

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6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 740 NORTH MAIN STREET
(Street Address, not P.O. Box)
PROVIDENCE, RI 02904 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is PHILLIP G WRIGHT OD
(Name of Agent)

8. 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 Section 7-11-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Pres.	Phillip G Wright OD	740 North Main Street, Providence 02904

9 The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
PHILLIP G. WRIGHT OD	268 TOCKWOTTEN COVE RD CHARLESTOWN, RI 02813

10. Date when corporate existence is to begin 2-1-00
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 1-27-00

Phillips H. Wright O.D.

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PROVIDENCE, on this 27TH day of JANUARY, 2000, personally appeared before me PHILLIP G. WRIGHT, 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.

Michael Scardera
Notary Public

Notary Public

My Commission Expires: 11-30-00

Client#: 13062

WRIGHPHI

ACORD CERTIFICATE OF LIABILITY INSURANCEDATE (MM/DD/YY)
01/27/00**PRODUCER**

Starkweather & Shepley
Insurance Brokerage, Inc.
60 Catamore Blvd.
East Providence, RI 02914-1226

INSURED

Dr. Phillip G. Wright, Optometrist, Ltd
740 North Main Street
Providence, RI 02904

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.

INSURERS AFFORDING COVERAGE

INSURER A: American Casualty Company
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.

INSURER LTR	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
A	GENERAL LIABILITY <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY CLAIMS MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: POLICY PROJECT LOC	C126814559	09/12/99	09/12/00	EACH OCCURRENCE \$1,000,000 FIRE DAMAGE (Any one fire) \$50,000 MED EXP (Any one person) \$5,000 PERSONAL & ADV INJURY \$2,000,000 GENERAL AGGREGATE \$3,000,000 PRODUCTS - COM/PROP AGG \$3,000,000
A	AUTOMOBILE LIABILITY ANY AUTO ALL OWNED AUTOS SCHEDULED AUTOS HIRED AUTOS NON-OWNED AUTOS	C126814559	09/12/99	09/12/00	COMBINED SINGLE LIMIT (Per accident) \$1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per acc ident) \$ PROPERTY DAMAGE (Per accident) \$
	GARAGE LIABILITY ANY AUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN EA ACC \$ AUTO ONLY: AGG \$
	EXCESS LIABILITY OCCUR CLAIMS MADE DEDUCTIBLE RETENTION \$				EACH OCCURRENCE \$ AGGREGATE \$ \$ \$ \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				WC STATU- OTH- TORY LIMITS ER E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$
A	Other Professional	C126814559	09/12/99	09/12/00	\$1,000,000/\$3,000,000

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES/EXCLUSIONS ADDED BY ENDORSEMENT/SPECIAL PROVISIONS

CERTIFICATE HOLDER

ADDITIONAL INSURED: INSURER LETTER:

CANCELLATION

Secretary of State
State of Rhode Island
State House
Providence, RI 02903

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 DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY UPON THE INSURER OR ITS AGENTS OR REPRESENTATIVES.

INSURANCE BROKERAGE, INC.
AUTHORIZED REPRESENTATIVE

Allen C. Murphy