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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 _____

WEST BAY PSYCHIATRIC ASSOCIATES, 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:

Provision of mental health 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 1,000 (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.)

no par common

(b) If more than one class: Total number of shares or (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: None

None

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

None

7. The address of the initial registered office of the corporation is 1070 Main Street

(Street Address, not P.O. Box)

Coventry, RI 02816 and the name of its initial registered agent
(City/Town) (Zip Code)
at such address is Bennett R. Gallo, Esquire
(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 7-1.1-51 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>
<u>President</u>	<u>James A. Gallo</u>	<u>29 Terrace Dr., West Greenwich, RI</u>
<u>VP/Sec</u>	<u>James Whalen</u>	<u>36 Regina Dr., North Scituate, RI 02817</u>
<u>Treasurer</u>	<u>Charles Denby, II</u>	<u>106 Nyatt Rd., Barrington, RI 02806</u>

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>Bennett R. Gallo, Esquire</u>	<u>1070 Main St., Coventry, RI 02816</u>
_____	_____
_____	_____

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

Date: Sept. 15, 2000

[Signature]

Signature of each Incorporator

STATE OF RHODE ISLAND
COUNTY OF KENT

In Coventry, on this 15th day of September, 2000, personally appeared before me Bennett R. Gallo

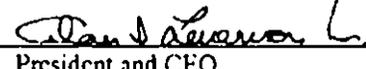
each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

SEP 20 2000
[Signature]

Phyllis J. Licaruso
Notary Public
My Commission Expires: 8/4/01

APA-SPONSORED GROUP PROFESSIONAL LIABILITY INSURANCE PROGRAM 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 provided by the insurance policy below.

1. FIRST NAMED INSURED		
West Bay Psychiatric Associates, Ltd. 300 Centerville Road Suite 101W Warwick, RI 02886		
2. COMPANY	3. POLICY NUMBER	4. CERTIFICATE NUMBER
Legion Insurance Co.	GL1-277209	600138
5. COVERAGE DATES		
From: September 1, 2000 at 12:01 A.M. Standard Time		To: September 1, 2001 at 12:01 A.M. Standard Time
Retroactive Date (Group): N/A at 12:01 A.M. Standard Time		
Retroactive Date (Named Insured): at 12:01 A.M. Standard Time		
6. COVERAGE LIMITS (NAMED INSURED)		7. COVERAGE BASIS
Each Medical Incident	\$1,000,000	Occurrence
Each Policy Period	\$3,000,000	
8. CLASSIFICATIONS		
Type of Insurance:	Professional Liability	
State/Rating Area:	RI 1	
Other State(s):	N/A	
Coverage for activity other than for First Named Insured	Yes	
9. NAME AND ADDRESS OF NAMED INSURED		
West Bay Psychiatric Associates, Ltd. 300 Centerville Road Suite 101W Warwick, RI 02886		<i>Should the above described policy be canceled before the expiration date thereof, the company will endeavor to mail 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.</i>
10. NAME AND ADDRESS OF ADMINISTRATOR		
Professional Risk Management Services, Inc. (in California, d/b/a Cal-Psych Insurance Agency, Inc.) 1515 Wilson Boulevard, Suite 800 Arlington, VA 22209 Telephone: (800) 245-3333		
September 20, 2000		
Date		President and CEO Psychiatrists' Purchasing Group, Inc.

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GROUP OF STATES
CORPORATION