

Fee: \$150.00

Corp. I.D. # 84493

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

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 **PATRICK K. SULLIVAN M.D., LTD.**

(A close corporation pursuant to Section 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:

To engage in the practice of plastic surgery and for any other lawful purpose or purposes for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 5.1.

FILED
MAY 23 1995
BY [Signature]
143609

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SECRETARY OF STATE
MAY 23 3 46 PM '95

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 Stock - All Shares are without par value.

or

(b) If more than one class: Total number of shares: N/A.

(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:

The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are denied to the stockholders.

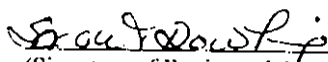
SIXTH. Provisions (if any) for the regulations of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director; provided that this provision shall not eliminate or limit the liability of such director or stockholder for: (i) any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) liability imposed pursuant to the provisions of Rhode Island General Laws §7-1.1-43; or (iv) any transaction from which such director or stockholder derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws §7-1.1-37.1).

SEVENTH. The address of the initial registered office of the corporation is **2300 Hospital Trust Tower, Providence, RI 02903** and the name of its initial registered agent at such address is: **Adler Pollock & Sheehan Incorporated.**

SARAH T. DOWLING, ATTORNEY


(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.)

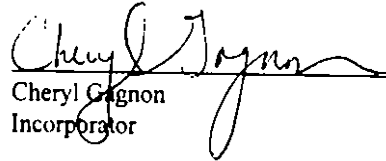
<u>Name</u>	<u>Address</u>
Patrick K. Sullivan, M.D. - President Secretary and Treasurer	235 Plain Street, Providence, RI 02905

NINTH. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Cheryl Gagnon	Adler Pollock & Sheehan Incorporated 2300 Hospital Trust Tower Providence, RI 02903

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

Dated: May 23, 1995


Cheryl Gagnon
Incorporator

STATE OF RHODE ISLAND :
: In the City of Providence
COUNTY OF PROVIDENCE :

In said county this 23rd day of May, 1995 then personally appeared before me Cheryl Gagnon, known to me and known by me to be the party executing the foregoing instrument, and she acknowledged said instrument by her subscribed to be her free act and deed.


Notary Public JENNIFER J. PRETE

My Commission Expires: 3-21-97

ACORD CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YY)

05/23/95 kd

PRODUCER

RIMS-IBC
ONE HAYES STREET
PROVIDENCE, RI 02908

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**INSURED**

PATRICK K. SULLIVAN, M.D.
and/or PATRICK K. SULLIVAN, M.D., LTD.
235 PLAIN STREET
PROVIDENCE, RI 02905

COMPANY

A

MMJUA-RI

COMPANY

B

COMPANY

C

COMPANY

D

COVERAGE

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 LTY	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS
	GENERAL LIABILITY				
	COMPREHENSIVE FORM				BODILY INJURY OCC \$
	PREMISES/OPERATIONS				BODILY INJURY AGG \$
	UNDERGROUND				PROPERTY DAMAGE OCC \$
	EXPLOSION & COLLAPSE HAZARD				PROPERTY DAMAGE AGG \$
	PRODUCTS/COMPLETED OPER				BI & PD COMBINED OCC \$
	CONTRACTUAL				BI & PD COMBINED AGG \$
	INDEPENDENT CONTRACTORS				PERSONAL INJURY AGG \$
	BROAD FORM PROPERTY DAMAGE				
	PERSONAL INJURY				
	AUTOMOBILE LIABILITY				
	ANY AUTO				BODILY INJURY (Per person) \$
	ALL OWNED AUTOS (Private Pass)				BODILY INJURY (Per accident) \$
	ALL OWNED AUTOS (Other than Private Passenger)				PROPERTY DAMAGE \$
	MIRCO AUTOS				BODILY INJURY & PROPERTY DAMAGE COMBINED \$
	NON-OWNED AUTOS				
	GARAGE LIABILITY				
	EXCESS LIABILITY				
	UMBRELLA FORM				EACH OCCURRENCE \$
	OTHER THAN UMBRELLA FORM				AGGREGATE \$
	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY				
	THE PROPRIETOR/ PARTNERS/EXECUTIVE OFFICERS ARE:	INCL			WC STATUTORY LIMITS \$
	OTHER	EXCL			EL EACH ACCIDENT \$
					EL DISEASE - POLICY LIMIT \$
					EL DISEASE - EA EMPLOYEE \$
	A PROFESSIONAL LIABILITY	JUA 00167	04/10/95	04/10/96	\$1,000,000 ea. med. incident \$3,000,000 Aggregate

DESCRIPTION OF OPERATIONS/LOCATION/VEHICLES/SPECIAL ITEMS

CERTIFICATE HOLDER

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

William D. Arndt