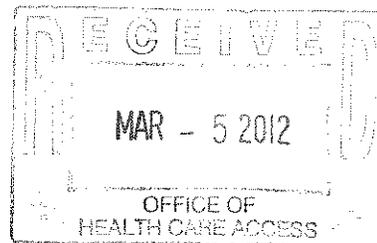




SHIPMAN & GOODWIN^{LLP}

COUNSELORS AT LAW

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Paralegal
Phone: (860) 251-5930
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pchouinard@goodwin.com



March 1, 2012

Ms. Kimberly R. Martone
Director of Operations
Department of Public Health
Office of Health Care Access
410 Capitol Avenue, MS # 13HCA
Hartford, CT 06134-0308

Re: HHC PhysiciansCare, Inc.

Dear Ms. Martone,

Pursuant to Section 33-182bb(b) of the Connecticut General Statutes, enclosed is a copy of the Certificate of Incorporation filed with the Secretary of the State for HHC PhysiciansCare, Inc., a new medical foundation organized by Hartford HealthCare Corporation.

If you need any additional information about this new medical foundation, please feel free to contact me.

Sincerely,

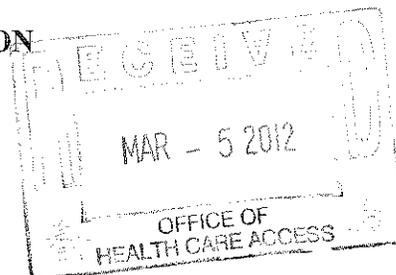
Patricia B. Chouinard
Paralegal

/PBC
Enclosure

CERTIFICATE OF INCORPORATION

OF

HHC PHYSICIANS CARE, INC.



The undersigned Incorporator hereby forms a medical foundation pursuant to Chapter 594b of the Connecticut General Statutes, and for that purpose, hereby states as follows:

1. The name of the foundation is “**HHC PhysiciansCare, Inc.**” (the “Foundation”).

2. The Foundation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Foundation shall be operated as a component part of the integrated health care delivery system of which the parent is Hartford HealthCare Corporation. The nature and activities to be conducted, or the purposes to be promoted or carried out by the Foundation, are as follows:

(a) to practice medicine and provide health care services to the public as a medical foundation through employees or agents of the Foundation who are licensed pursuant to Section 20-9 of the Connecticut General Statutes and through other providers; and

(b) in furtherance of the foregoing, to engage in any lawful acts and activities consistent with the foregoing for which corporations may be formed under Chapter 594b of the Connecticut General Statutes, as the same may be amended and, to the extent not inconsistent with Chapter 594b of the Connecticut General Statutes, as the same may be amended, under Chapter 602 of the Connecticut General Statutes, as the same may be amended.

3. The Foundation is nonprofit and shall not have or issue shares of stock or make distributions.

4. The Foundation shall have a single member, namely, Hartford HealthCare Corporation, a Connecticut nonstock corporation (the “Member”). The Member shall have the sole power to: (i) elect directors of the Foundation (“Directors”); (ii) remove Directors with or without cause; and (iii) adopt and amend the Bylaws of the Foundation (the “Bylaws”), and shall have such other rights, powers and responsibilities as are accorded to members under Connecticut law, this Certificate of Incorporation or the Bylaws.

5. The Foundation shall operate under the management of its Board of Directors (the “Board”). The initial Board shall be appointed by the Incorporator.

Thereafter, Directors shall be elected by the Member as provided in the Bylaws of the Foundation. The Bylaws shall prescribe the number, qualifications and manner of election of

Directors. In the event a Director ceases to be in office, the Board shall fill the vacancy caused thereby until the next annual meeting of the Member of the Foundation held for the purpose of electing Directors. The Bylaws may provide that persons occupying certain positions within or without the Foundation shall be ex-officio Directors of the Board who may vote and be counted in determining a quorum. As may be further provided in the Bylaws, the terms of elected Directors of the Board may be staggered by dividing the Directors into up to three (3) groups so that approximately an equal number of such Directors have terms that expire each year.

6. Notwithstanding any other provision of this Certificate of Incorporation, the Foundation shall not have any purposes or carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in Section 501(c)(3) of the Code; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

7. The net earnings of the Foundation or any part thereof may not be distributed to or inure to the benefit of any private individual or a Director or officer of the Foundation. However, nothing herein shall restrict the right of the Foundation to reasonably compensate any officer, Director or other individual for services rendered to the Foundation or to reimburse any officer, Director or other individual for expenses, disbursements or liabilities properly made or incurred, on account of that individual's service to the Foundation.

8. A substantial part of the activities of the Foundation shall not consist of carrying on propaganda or attempting to influence legislation. The Foundation may not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

9. Upon dissolution of the Foundation, the Board shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the purposes of the Foundation, to the Member exclusively for its charitable, scientific, literary or educational purposes, provided the Member shall be then exempt from federal taxation as an organization described in Section 501(c)(3) of the Code. If the Member shall not be so qualified as an organization described in Section 501(c)(3) of the Code, then the Board shall dispose of and distribute the assets remaining, after payment of all liabilities, exclusively for the charitable, scientific, literary or educational purposes of the Foundation, to one or more organizations as shall then be exempt from federal taxation as an organization or organizations described in Section 501(c)(3) of the Code, in such proportions and amounts and in such manner as the Board shall determine. No part of the Foundation's assets shall ever be distributed to its Directors or officers, or inure to the benefit of any private individual.

10. The personal liability of a Director of the Foundation to the Foundation for monetary damages for breach of duty as a Director of the Foundation shall be limited to the fullest extent permitted by the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes (the "Act"), or any other applicable laws presently or hereafter in effect. Without limiting the effect of the preceding sentence, no Director of the Foundation shall be personally liable to the Foundation for monetary damages for breach of duty as a

Director of the Foundation in an amount greater than the compensation received by the Director for serving the Foundation during the year of the violation if such breach did not: (i) involve a knowing and culpable violation of law by the Director; (ii) enable the Director, or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal economic gain; (iii) show a lack of good faith and a conscious disregard for the duty of the Director to the Foundation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Foundation; or (iv) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Foundation. No amendment to, or modification or repeal of, this Article 10 shall adversely affect any right or protection of a Director of the Foundation existing hereunder with respect to any act or omission occurring prior to such amendment, modification or repeal. Nothing contained in this Article 10 shall be construed to deny to the Directors of the Foundation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation.

11. The Foundation shall indemnify a Director for a liability, as defined in Section 33-1116(5) of the Act, to any person for any action taken, or any failure to take any action, as a Director, except a liability that: (i) involved a knowing and culpable violation of law by the Director; (ii) enabled the Director or an associate, as defined in Section 33-840 of the Connecticut General Statutes, to receive an improper personal gain; (iii) showed a lack of good faith and a conscious disregard for the duty of the Director to the Foundation under circumstances in which the Director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the Foundation; or (iv) constituted a sustained and unexcused pattern of inattention that amounted to an abdication of the Director's duty to the Foundation.

In addition to the foregoing, the Foundation shall provide to its Directors and officers the full amount of indemnification that the Foundation is permitted to provide to such Directors and officers pursuant to Sections 33-1116 to 33-1124, inclusive, of the Act or any other applicable laws presently or hereafter in effect. Expenses (including attorneys' fees) incurred by a Director or officer in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Foundation in advance of the final disposition of such action, suit or proceeding upon receipt of both: (i) a written affirmation by such officer or Director of his or her good faith belief that he or she has met the relevant standard of conduct under the Act or that the proceeding involves conduct for which liability has been limited under Article 10 of this Certificate of Incorporation; and (ii) an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that such Director or officer is not entitled to be indemnified by the Foundation as authorized in this Article 11. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 11 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

12. The Foundation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in a manner as to subject the Foundation to tax under Section 4944 of the Code, or make any taxable expenditures as defined in Section 4945(d) of the Code, and the Foundation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

13. References in this Certificate of Incorporation to sections of the Connecticut General Statutes shall be deemed to include amendments adopted from time to time to such sections and shall further be deemed to include any successor sections thereto and references to a section of the Code shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended.

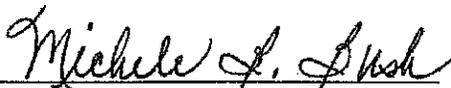
14. The Foundation's Registered Office in the State of Connecticut is in care of Hartford HealthCare Corporation, 80 Seymour Street, Hartford, Connecticut 06102-5037.

15. The Foundation's Registered Agent is Winship Service Corporation, whose business address is in care of Shipman & Goodwin LLP, One Constitution Plaza, Hartford, Connecticut 06103-1919.

16. The Foundation's sole Incorporator is Michele B. Bush, whose address is in care of Hartford HealthCare Corporation, 80 Seymour Street, Hartford, Connecticut 06102-5037.

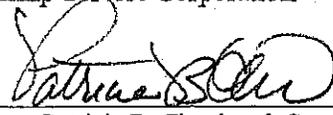
I hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Dated at Hartford, Connecticut, this 10TH day of January, 2012.


Michele B. Bush, Incorporator

The foregoing designation as Registered Agent for HHC PhysiciansCare, Inc. is hereby accepted:

Winship Service Corporation

By: 
Patricia B. Chouinard, Secretary

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 29th day of February A.D. 2012



SECRETARY OF THE STATE *reg*