

**ARTICLES OF INCORPORATION
OF
OBSTETRICIANS & GYNECOLOGISTS RISK RETENTION GROUP
OF AMERICA, INC.**

1. The name of the corporation is Obstetricians & Gynecologists Risk Retention Group of America, Inc. (the "Corporation").
2. The Corporation is authorized to issue only one class of shares of stock, which shall be designated common stock, no par value; and the total number of shares that the Corporation is authorized to issue is ten million (10,000,000). Each holder of shares of common stock shall be entitled to one vote for each share held by such holder and there shall be no right to cumulate votes in an election of directors. The Corporation may issue shares of common stock only to (a) those individuals or entities that are either existing shareholders and policyholders of the Corporation or eligible to become shareholders pursuant to the Bylaws of the Corporation and who become policyholders of the Corporation concurrently with acquisition of the shares, or (b) an organization comprised solely of individuals or entities who hold insurance policies, or who will hold insurance policies, issued by the Corporation.
3. The name and address of the initial registered office/agent of the Corporation in Montana is:

Registered Agent: John Jones
Street Address: 27 North 27th Street, Suite 1900
City, State, Zip Code: Billings, MT 59103

Signature of Registered Agent: _____

4. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall meet at least one time each year in the State of Montana. The initial Board of Directors shall consist of six directors. 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 qualified are as follows:

<u>Name</u>	<u>Address</u>
Robert T. Durand	145 Fairway Drive, Helena, MT 59601
Eugene A. Rosov	634 Bird Rd., Coral Gables, FL 33146
Andrew Tucker, MD	5354 Reynolds St, Ste. 315, Savannah, GA 31405
Michael Martin, MD	1987 NW 88 th Ct, Ste. 101, Miami, FL 33172
Michael J. Mazzola	108 Coleman Avenue, Chatham, NJ 07928
Todd Zimmerman, DO	634 Bird Rd, Coral Gables, FL 33146

5. The names and addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert T. Durand	145 Fairway Drive, Helena, MT 59601
Eugene A. Rosov	634 Bird Rd., Coral Gables, FL 33146
Michael T. Rogers	1800 Second Street, Ste. 909, Sarasota, FL 34236

6. The Corporation may engage in any lawful business or business activity, including operating as a risk retention group and captive or other insurance company as regulated by the laws of Montana and the federal Liability Risk Retention Act of 1986 (15 U.S.C. 3901, et seq.), and may engage in such business or businesses in any state or province in which the Board of Directors decides to do business, including Montana.

7. The term of the Corporation is perpetual.

8. The affirmative vote of the holders of a majority of the issued and outstanding shares of capital stock entitled to vote shall be required to approve the following actions: (a) the merger or consolidation of this Corporation with or into any other corporation or entity; and (b) the sale, lease or exchange of all or substantially all of the Corporation's property and assets.

9. Directors of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any actions taken or any failure to take any action, as a director, except for liability for: (i) the amount of any financial benefit received by a director to which the director is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) in violation of Montana Code Annotated 35-1-713 (regarding liability for unlawful distributions); or (iv) an intentional violation of criminal law.

Dated this _____ day of _____, 2006.

Robert T. Durand, Incorporator

Eugene A. Rosov, Incorporator

Michael T. Rogers, Incorporator