

7/16/2014

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
PROMISE HEALTHCARE, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PROMISE HEALTHCARE, INC.**

Promise Healthcare, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act") hereby certifies as follows:

1. That the Corporation was incorporated on May 30, 2003 under the name Promise Healthcare, Inc., pursuant to the Florida Business Corporation Act.
2. Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act of the State of Florida, these Amended and Restated Articles of Incorporation (these "Restated Articles") restate and integrate and further amend the provisions of the Articles of Incorporation of this Corporation.
3. These Restated Articles contain amendments that required shareholder approval.
4. These Restated Articles were duly adopted by joint unanimous written consent of the Board of Directors and the shareholders of the Corporation on March 12, 2014. The number of votes cast by the shareholders for the amendments contained in these Restated Articles was sufficient for approval.

**ONE.** That the name of the Corporation is: Promise Healthcare, Inc. (the "Corporation").

**TWO.** The address of the Corporation's registered office in the State of Florida is 999 Yamato Road, Third Floor, Boca Raton, Florida 33431. The name of its registered agent at such address is David J. Armstrong.

**THREE.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOUR.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares the Corporation is authorized to issue is Thirty Thousand (30,000). The total number of shares of Preferred Stock that the Corporation is authorized to issue is Seven Thousand Five Hundred (7,500), no par value. The total number of shares of Common Stock that the Corporation is authorized to issue is Twenty Two Thousand Five Hundred (22,500), par value \$1.00 per share.

The relative rights, preferences, privileges and restrictions granted to or imposed upon the respective classes and series of the shares of capital stock or the holders thereof are as set forth below:

**Section 1. Rank.**

The Preferred Stock shall, with respect to dividend and other distribution rights, and rights on liquidation, dissolution and winding up, rank senior to the Common Stock.

**Section 2. Dividends.**

(a) **General.** No dividend shall be declared or paid on any shares of capital stock of the Corporation in any year until the Preferred Return (as defined below) has been fully paid on the Preferred Stock.

(b) Upon the Preferred Stock receiving cumulative distributions (including any dividends paid on the Preferred Stock) equal to the Preferred Return, the Corporation shall not declare or pay any dividends on the Preferred Stock.

**Section 3. Liquidation Preference.**

(a) In the event of any liquidation, dissolution or winding-down of the Corporation, either voluntarily or involuntarily, prior and in preference to any distribution of any of the assets or funds of the Corporation to any other holders of the Common Stock by reason of their ownership of such stock, the holders of Preferred Stock shall be entitled to receive for each outstanding share of Preferred Stock then held by them an aggregate amount equal to the Preferred Return. The "Preferred Return" for each share of Preferred Stock shall be an amount equal to \$10,000.00.

(b) If, upon such liquidation, dissolution or winding-down of the Corporation, the assets of the Corporation are insufficient to provide for the cash payment of the full aforesaid Preferred Return to the holders of Preferred Stock, such assets as are available shall be distributed ratably among the holders of Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(c) Thereafter, all remaining assets or funds available for distribution shall be distributed pro rata to the holders of Common Stock in proportion to the number of shares of Common Stock held by them.

(d) Notwithstanding the foregoing, in no event shall (x) the sale of capital stock by the Corporation for the primary purpose of raising capital, (y) the acquisition by the Corporation of one or more operating businesses or (z) the issuance of shares to the Corporation's officers, directors, senior employees or other key personnel of up to twenty percent (20%) of the total shares of the Corporation be deemed a liquidation, dissolution or winding-down of the Corporation.

(e) If any of the assets of the Corporation are to be distributed under this Section 3, or for any other purpose, in a form other than cash, then the Board of Directors shall be empowered to, and shall promptly determine in good faith the value of the assets to be distributed to the holders of Preferred Stock and Common Stock. This Corporation shall, upon receipt of such determination, give prompt written notice of the determination to each holder of shares of Preferred Stock and Common Stock.

**Section 4. Voting.**

(a) **General.** Except as required by law or as otherwise set forth herein, the Preferred Stock shall have no voting rights, and only shares of Common Stock shall have voting rights.

(b) **Common Stock.** Each holder of shares of Common Stock shall be entitled to one vote for each share thereof held.

(c) **Approval by Preferred Stock.** In addition to any other class vote that may be required by law, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of at least 50% of the then outstanding shares of Preferred Stock, amend, alter, waive or change the rights, preferences, privileges or restrictions of the Preferred Stock including, but not limited to, any amendment, alteration, waiver or change in any provision of the Corporation's Bylaws or these Restated Articles.

(d) **Approval by Common Stock.** In addition to any other class vote that may be required by law, the Corporation shall not (by amendment, merger, consolidation or otherwise) without first obtaining the approval (by vote or written consent) of the holders of 100% of the then outstanding shares of Common Stock, amend, alter, waive or change the rights, preferences, privileges or restrictions of the Preferred Stock in a manner that adversely affects the holders of Common Stock.

**FIVE.** The Corporation is to have perpetual existence.

**SIX.** Except as otherwise provided in the Amended and Restated Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the Bylaws of the Corporation.

**SEVEN.** Elections of directors need not be by written ballot unless a stockholder demands election by written ballot at the meeting and before voting begins or unless the Bylaws of the Corporation shall so provide.

**EIGHT.** Meetings of stockholders may be held within or without the State of Florida, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside of the State of Florida at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

**NINE.** The Corporation shall indemnify its present or former officers, directors, employees, or agents to the full extent permitted by the Florida Business Corporation Act or any of the applicable laws presently or hereafter in effect, including the payment of defense costs, with respect to any acts or omissions in their capacity as officers, directors, employees, or agents of the Corporation. In addition, no officer, director, employee, or agent of the Corporation will be personally liable to the Corporation or its stockholders for monetary damages or otherwise with respect to any acts or omissions in the performance of his or her duties for the Corporation.

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unless such act or omission in the performance of duties, or indemnification by the Corporation therefor, is expressly prohibited by law. Any amendment or repeal of this Article NINE will not adversely affect any right or protection of an officer, director, employee, or agent of the Corporation that existed immediately prior to such amendment or repeal with respect to any prior act or omission.

**TEN.** The number of directors of the Corporation shall be as set forth in the Bylaws. Subject to the approved requirements contained in these Restated Articles, such number of directors may be increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1).

**{Remainder of Page Intentionally Left Blank}**

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed by the undersigned officer, this 15<sup>th</sup> day of July, 2014.

**PROMISE HEALTHCARE, INC.**

By:   
Name: David Armstrong  
Title: Vice President and Secretary