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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

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C. GOLDEN  
NOV 29 2016

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 381650 7931893

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 28, 2016

ORDER TIME : 3:56 PM

ORDER NO. : 381650-005

CUSTOMER NO: 7931893

DOMESTIC FILING

NAME: ARROCARE PROFESSIONAL  
CORPORATION

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION**  
**of**  
**ARROCARE PROFESSIONAL CORPORATION**

**ARTICLE ONE:** The name of the Corporation shall be: ArroCare Professional Corporation.  
(the "Corporation").

**ARTICLE TWO:** The principal street address of the Corporation shall be c/o ArroHealth, 49  
Wireless Blvd, Suite 140, Hauppauge New York 11788.

**ARTICLE THREE:** The Corporation is a professional corporation within the meaning of the  
laws of the State of Florida. The purpose for which the Corporation is organized is to engage in  
the profession of medicine and any other lawful activities not prohibited to a corporation  
engaging in such profession by the laws of the State of Florida.

**ARTICLE FOUR:** The number of shares of stock which the Corporation has authorized for  
issuance is one hundred (100) shares of Common Stock, \$0.01 par value per share.

**ARTICLE FIVE:**

A. The management of the business and the conduct and the affairs of the  
Corporation shall be vested in its Board of Directors. The number of directors which shall  
constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner  
provided in the Bylaws.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the  
Bylaws of the Corporation. The stockholders shall also have the power to adopt, amend or  
repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the  
holders of any class or series of stock of the Corporation required by law or by these Articles of  
Incorporation, such action by stockholders shall require the affirmative vote of the holder of at  
least a majority of the voting power of all of the then-outstanding shares of the capital stock of  
the Corporation entitled to vote generally in the election of directors, voting together as a single  
class.

**ARTICLE SIX:**

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law and except to the extent that the Florida Professional Service Corporation and Limited Liability Company Act ("FPSCA") prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty, or failure to exercise any applicable standard of care, as a director, notwithstanding any provision of law imposing such liability. If the FPSCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FPSCA, as so amended.

B. Any repeal or modification of this Article Six shall be prospective and shall not affect the rights under this Article Six in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

**ARTICLE SEVEN:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

**ARTICLE EIGHT:** The initial officers and directors shall be:

Scott Howell, MD  
Director  
2222 Neilson Way #301  
Santa Monica, CA 90405

Glen Moller  
Director, President  
c/o ArroHealth  
49 Wireless Blvd Suite 149  
Hauppauge, New York 11788

Walter Hosp  
Secretary and Treasurer  
c/o ArroHealth  
49 Wireless Blvd Suite 149  
Hauppauge, New York 11788

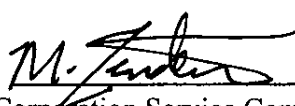
**ARTICLE NINE:** The name and Florida street address of the registered agent is:

Corporation Service Company  
1201 Hays Street  
Tallahassee Florida 32301

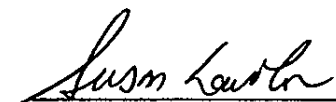
**ARTICLE TEN:** The name and address of the Incorporator is:

Susan Lawlor  
c/o ArroHealth  
49 Wireless Blvd Suite 149  
Hauppauge, New York 11788

Having been named as registered agent to accept service or process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Melissa Zender  
Asst. Vice President  
Corporation Service Company, Registered Agent

11/28/16  
Date

  
Susan Lawlor, Incorporator

11/28/2016  
Date

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