

07/31/98 11:04 FAX 305 8584777

ADORNO = ZEDER

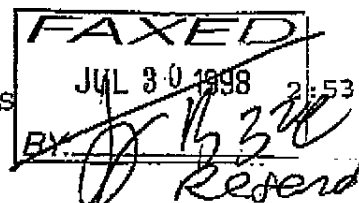
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13629.005

K95816

7/30/98

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((H98000014150 0)))

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FROM: ADORNO & ZEDER, P.A.  
CONTACT: JUSTIN T WILSON  
PHONE: (305)860-7098

ACCT#: 072100000120

FAX #: (305)858-4777

NAME: MJB RESOURCES, INC.

AUDIT NUMBER.....H98000014150

DOC TYPE.....MERGER OR SHARE EXCHANGE

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*Merger*

7-31-98

DC

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC., a Florida  
corporation, P95000091188

INTO

MJB RESOURCES, INC. which changed its name to

**UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.**, a Florida  
corporation, K95816

File date: July 31, 1998

Corporate Specialist: Darlene Connell

07/30/98 15:23 FAX 8584777

ADORNO ZEDER

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7/30/98

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CONTACT: JUSTIN T WILSON  
PHONE: (305) 860-7098

FAX #: (850) 922-4000  
ACCT#: 072100000120  
FAX #: (305) 858-4777

NAME: MJB RESOURCES, INC.  
AUDIT NUMBER.....H98000014150  
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3041922-3709 07/31/98 07:49 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 31, 1998

MJB RESOURCES, INC.  
ONE BISCAYNE TOWER  
SUITE 3599  
MIAMI, FL 33131

SUBJECT: MJB RESOURCES, INC.  
REF: K95816

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000014150  
Letter Number: 098A00040213

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER AND PLAN OF MERGER**

H98000014150

**OF****UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.**  
(a Florida corporation)**AND****MJB RESOURCES, INC.**  
(a Florida corporation)**FILED**  
**98 JUL 31 PM 1:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger and Plan of Merger are made and entered into this 1st day of July, 1998, by and between Universal Rehabilitation Centers of America, Inc., a Florida corporation ("Universal" or the "Merged Corporation"), and MJB Resources, Inc., a Florida corporation ("MJB") (Universal and MJB collectively, the "Constituent Corporations"):

**WITNESSETH**

WHEREAS, Universal is a corporation organized and existing under the laws of the State of Florida, having been incorporated on November 28, 1995; and

WHEREAS, MJB is a corporation organized and existing under the laws of the State of Florida, having been incorporated as Metco International, Inc. on June 16, 1989, and thereafter, by amendment on May 19, 1998, changing its name to MJB Resources, Inc.; and

WHEREAS, the Board of Directors of Universal and the Board of Directors of MJB has by resolutions dated July 1, 1998 and July 1, 1998, respectively, established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation under the laws of the State of Florida and that the surviving and continuing corporation shall not be a new corporation, but shall be MJB, one of the Constituent Corporations (the "Surviving Corporation"), and its corporate existence as the Surviving Corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger as set forth herein (the "Merger"), except that upon the Merger, the Surviving Corporation shall change its name to "Universal Rehabilitation Centers of America, Inc.".

NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of the Surviving Corporation and of the Merged Corporation, in accordance with the provisions of Section 607.1101 of the Florida Business Corporation Act, hereby execute these Articles of Merger and Plan of Merger for the purposes of complying with the Florida Business Corporation Act.

H98000014150

Justin T. Wilson  
2601 S. Bayshore Dr.  
Suite 1600  
Miami, FL 33133  
305-858-5555

1. The Merger shall become effective on the date that these Articles of Merger and Plan of Merger are filed in the office of the Secretary of State of Florida. H98000014150

2. The names of the corporations that are parties to this Plan of Merger are as follows:

Universal Rehabilitation Centers of America, Inc.  
MJB Resources, Inc.

3. The Surviving Corporation shall be MJB, however, upon completion of the Merger, the corporate name of MJB shall become Universal Rehabilitation Centers of America, Inc.

4. The following Plan of Merger was unanimously adopted by a resolution of the Board of Directors and the Shareholders of Universal on the date hereof.

5. The following Plan of Merger was adopted by a vote sufficient for approval at a joint meeting of the Board of Directors and Shareholders of MJB on July 1, 1998.

6. The manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Plan of Merger becoming effective shall be as follows:

(a) All shares of MJB presently issued and outstanding shall remain issued and outstanding.

(b) All shares of Universal shall be converted to an equal number of shares of MJB on a one for one basis and reissued to the current shareholders of Universal.

7. The Bylaws of the MJB in effect at the time that the Plan of Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until they are altered, amended or repealed.

8. Except for the change of its corporate name, the Plan of Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

9. The officers and directors of the Surviving Corporation at the time that the Plan of Merger becomes effective shall be as follows:

Lawrence Levinson	-	Director
Harvey D. Schwartz	-	Director
George Harris	-	Director
Mark Moser, M.D.	-	Director
Larry Charson	-	President
Lisa Dobrovosky	-	Secretary and Treasurer

These officers and directors shall hold office until their successors are chosen and qualified, or until their earlier resignation or removal.

10. Upon the filing of the Articles of Merger as provided by the laws of the State of Florida, the separate existence of Universal shall cease and the Surviving Corporation shall have all of the rights, privileges, immunities and powers of Universal and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida. H9800014150

11. Upon the Plan of Merger becoming effective, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property (real, personal and mixed) and debts due on whatever account, including all choses in action, and all and every other interest of, or belonging to, or due each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of this Plan of Merger.

12. The Surviving Corporation shall, after the effective date of the Plan of Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of the creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by this Plan of Merger.

IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been duly executed by the President of the Surviving Corporation and the President of the Merged Corporation.

MJB RESOURCES, INC.,  
a Florida corporation

By:   
Mark J. Bryn, President

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.,  
a Florida corporation

By:   
Larry Charson, President