

K 95816

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.

2780 Gateway Drive
Pompano Beach, Florida 33069
954.956.9700

November 9, 1999

VIA FEDERAL EXPRESS

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-11/10/99--01086--009
*****35.00 *****35.00

Secretary of State
Division of Corporations
Attn: Amendment Section
409 East Gaines Street
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of Universal Rehabilitation Centers
of America, Inc. (Florida Domestic)

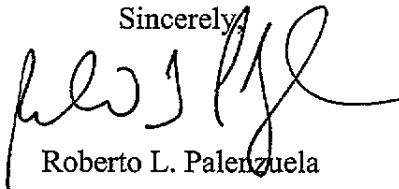
Dear Sir or Madam:

Enclosed is a duplicate set of Amended and Restated Articles of Incorporation of Universal
Rehabilitation Centers of America, Inc., a Florida corporation.

Also enclosed is our company check in the amount of \$35.00 to file the Amended and
Restated Articles of Incorporation. Please date stamp the duplicate original and return it to the
undersigned.

Thank you for your assistance in this matter.

Sincerely,


Roberto L. Palenzuela

RLP/kc
Enclosures

C:\Roberto\Universal Medical Concepts\Corporate Documents\Ltr Sec St Art Amend 110999.wpd

FILED
99 NOV 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arskut re
T. LEWIS NOV 29 1999

LEWIS NOV 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 18, 1999

ROBERTO L. PALENZUELA
UNIVERSAL REHABILITATION CENTERS
2780 GATEWAY DRIVE
POMPANO BEACH, FL 33069

SUBJECT: UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.
Ref. Number: K95816

We have received your document for UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 299A00055380

RECEIVED
99 NOV 24 AM 9:08
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.**

FILED
99 NOV 24 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

It is hereby certified that:

1. The present name of the Corporation (hereinafter referred to as the "Corporation") is Universal Rehabilitation Centers of America, Inc. The Corporation was originally incorporated under the name Metco International and the date of filing of the original articles of incorporation of the Corporation with the Secretary of State of the State of Florida was June 16, 1989.
2. The articles of incorporation of the Corporation are hereby amended in their entirety and, as heretofore and herein amended, is restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Amended and Restated Articles of Incorporation of Universal Rehabilitation Centers of America, Inc.
3. The Corporation currently has a total of 25,000,000 authorized shares of common stock, \$.001 par value per share (the "Common Stock"), and a total of 4,721,025 of the Corporation's Common Stock is currently issued and outstanding.
4. The amendment and restatement herein certified has been duly adopted by a majority vote by the Corporation's shareholders owning an aggregate of 3,514,185 shares or approximately 74% of the Corporation's Common Stock by Written Consent to Action dated November 4, 1999. The number of votes cast for the amendment and restatement by the shareholders was sufficient for approval.
5. The articles of incorporation of the Corporation, as amended and restated herein, shall at the effective time of these Amended and Restated Articles of Incorporation, read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.**

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be Universal Medical Concepts, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
PURPOSE**

The Corporation shall be organized for any and all purposes authorized under the laws of the State of Florida.

**ARTICLE III
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is 60,000,000 shares of common stock, \$.001 par value per share, and 40,000,000 shares of preferred stock, \$.001 par value per share.

**ARTICLE V
PLACE OF BUSINESS**

The street and mailing address of the principal place of business of the Corporation in the State of Florida shall be 2780 Gateway Drive, Pompano Beach, Florida 33069.

**ARTICLE VI
DIRECTORS**

The Corporation shall have at least one (1) director, with the exact number of directors to be specified by the Corporation's Bylaws adopted by the shareholders from time to time. The initial number of directors shall be eight (8).

**ARTICLE VII
BYLAW AMENDMENT**

Subject to Article XI hereof and to the extent permitted by §607.1002, Florida Statutes, the Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal the Bylaws of the Corporation.

**ARTICLE VIII
BOARD OF DIRECTORS**

The name and addresses of the directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Bruce Nager	2780 Gateway Drive, Pompano Beach, Florida 33069
Jacob J. Strikowski	2780 Gateway Drive, Pompano Beach, Florida 33069
Roberto L. Palenzuela	2780 Gateway Drive, Pompano Beach, Florida 33069
Bruce Zaret, M.D.	2780 Gateway Drive, Pompano Beach, Florida 33069
Mark Moser, M.D.	2780 Gateway Drive, Pompano Beach, Florida 33069
Harvey Schwartz, M.D.	2780 Gateway Drive, Pompano Beach, Florida 33069
Paul Sallarulo	2780 Gateway Drive, Pompano Beach, Florida 33069
Kurt Younker	2780 Gateway Drive, Pompano Beach, Florida 33069

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify any officer or director or any former officer or director as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision).

**ARTICLE X
REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The name and street address of the Registered Agent of the Corporation are Roberto L. Palenzuela, 2780 Gateway Drive, Pompano Beach, Florida 33069.

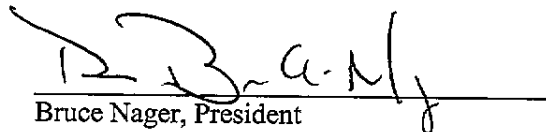
**ARTICLE XI
EFFECTIVE DATE**

Theses Amended and Restated Articles of Incorporation shall be effective as of November 15, 1999.

**ARTICLE XII
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

Dated this 2nd day of November, 1999.


Bruce Nager, President