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BRONSTEIN, CARLSON, GLEIM & SMITH, P.A.

Joel D. Bronstein
Board Certified in Tax Law

Susan W. Carlson
Board Certified in Tax Law

Holger D. Gleim
Board Certified in Wills, Trusts & Estates

Thomas B. Smith
Board Certified in Health Law

Suite 1100
150 Second Avenue North
St. Petersburg, Florida 33701-3355

Refer to File No.

(727) 898-6688
Fax (727) 898-8811

Writer's E-Mail Address:

stthomas@bcgs-law.com
Writer's Direct Dial No.

(727) 898-6690

20054010

April 17, 2006

Florida Department of State
Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

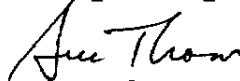
RE: Universal Health Care, Inc.; Articles of Amendment

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Articles of Amendment and our check in the amount of \$35.00, representing the filing fee. Please file this document and return the Acknowledgment copy to me.

If you have any questions or require further information, please contact me.

Very truly yours,



Sue Thomas
Paralegal to Thomas B. Smith

ST/
Encls.

SECOND AMENDMENT TO
ARTICLES OF INCORPORATION
OF
UNIVERSAL HEALTH CARE, INC.

The undersigned Corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Second Articles of Amendment:

1. The name of the Corporation is UNIVERSAL HEALTH CARE, INC.

2. The Corporation's Articles of Incorporation, as amended by the Articles of Amendment filed November 8, 2004 are hereby further amended by the addition of Article VIII - Preemptive Rights, as follows:

"ARTICLE VIII - PREEMPTIVE RIGHTS

"Every shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding.

"This right is granted with respect to all shares of stock of the corporation, including:

"1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

"2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

"3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

"4. Shares sold otherwise than for money.

"Such right extends to stock issued for cash, services, property, discharge from debt, or any other consideration. This right shall be deemed waived by any shareholder who does not exercise it and pay for the

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shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation."

4. This Amendment has been adopted by unanimous written action of the Board of Directors and Shareholders of the Corporation dated March, 31, 2006, pursuant to the Written Action in Lieu of a Special Meeting of the Board of Directors and the Shareholders, which vote is sufficient to approve the adoption of this amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation as of the 31st day of March, 2006.

UNIVERSAL HEALTH CARE, INC. INC.,

By: 

Akshay M. Desai, President