



P94000011566

Pro Health Rehab

*Orlando's first
spine rehabilitation center.*

Wednesday, October 15, 1997

ATTN: Division of Corporations

Robert B. Grant III, B.Sc.
*President
Director of Research Programs*

Jennifer Goldstein, B.Sc.
*Clinic Director
Exercise Therapist*

Susan Joseph, RPT
Physical Therapist

Julie Weng, RPT
Physical Therapist

Rehabilitative Services For:

Chronic Headaches
Fibromyalgia
Disc Degenerative Disease
Facial Pain
Disc Herniations
Sciatica
Whiplash Injuries
Spondylosis
Spondylolisthesis
Post surgical syndromes
Segmental Instability
Adaptive Slumped Posture

To whom it may concern:

Please amend Pro Health Rehab, Inc. 's articles of incorporation EIN # 59-3228114 with the following enclosed documents.

Sincerely

Robert B. Grant III
President PHR, Inc.

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=10/29/97--01119--005
*****35.00 *****35.00

RECEIVED

97 OCT 20 AM 8:56

DIVISION OF CORPORATIONS

Telephone 407.774.6114
Facsimile 407.774.6227
E-mail gophr@mindspring.com

277 Douglas Avenue
Suite 1004
Altamonte Springs
Florida, 32714

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 28 PM 3:38

Amend.
10-28-97
CC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1997

PRO HEALTH REHAB, INC.
277 DOUGLAS AVE.
SUITE 1004
ALTAMONTE SPRINGS, FL 32714

SUBJECT: PRO HEALTH REHAB, INC.
Ref. Number: P94000011566

We have received your document for PRO HEALTH REHAB, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 297A00051322

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PRO HEALTH REHAB, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. PRO HEALTH REHAB, INC., is a Florida corporation whose Articles of Incorporation were originally filed with the Secretary of State of the State of Florida on February 8, 1994.

2. On Sept 15 1997, the Board of Directors and the majority of the Shareholders cast votes in favor of amending the Articles of Incorporation as set forth below.

3. The appropriate officers of PRO HEALTH REHAB, INC., were authorized, empowered and directed to file these Articles of Amendment with the Secretary of State of the State of Florida to amend the Articles of Incorporation of the Corporation as follows:

RESOLVED:

1. Article IV of the Articles of Incorporation of PRO HEALTH REHAB, INC., is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE IV

Common Stock

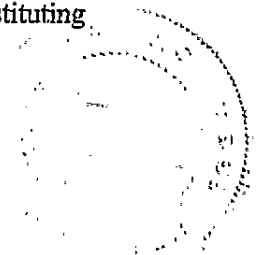
Said corporation shall be authorized to issue 15,000,000 shares of Common Stock with par value of \$.001. The holders of the Common Stock are entitled to one vote for each share held of record on each matter submitted to a vote of the shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted in the election of directors can elect all of the directors. Holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore and, in the event of liquidation, dissolution or winding up of the Company, are entitled to share ratably in all assets remaining after payment of liabilities. Holders of Common Stock have no preemptive rights and have no rights to convert their Common Stock into any other securities.

Preferred Stock

The Board of Directors is granted the authority without vote or action by the shareholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof, including the voting rights, dividends rights, dividend rate, conversion rights, terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preference and number of shares constituting any series.

FURTHER RESOLVED:

2. Article VII is hereby amended as follows:



The final sentence of the present Article VII shall be deleted, and the following shall be inserted in place of the deleted portion: "The Board of Directors shall be elected by majority vote of the shareholders."

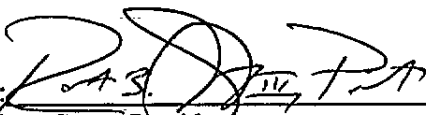
The following shall be added to the end of Article VII, after the above replacement:

The Directors and Officers shall be indemnified by the Company for any expenses, judgments, fines and settlement payments relating to their role as Directors or Officers. In derivative actions, the indemnification does not cover judgments or settlements paid, and expenses of an unsuccessful defense are covered only with court approval; indemnification in derivative actions is permitted otherwise. The right to indemnification is conditioned upon the requirement that the Director or Officer acted with due care, in good faith and in the reasonable belief that his act was on the best interests of the Company. If the Director or Officer is successful on the merits in a proceeding or on any claim, issue or matter therein, related expenses are covered without the need to satisfy the stated conditions.

To the fullest extent permitted by State and Federal Law, a Director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a Director.

The undersigned, as President of PRO HEALTH REHAB, INC., hereby executes and acknowledges this Articles of Amendment of Articles of Incorporation of the above corporation as prescribed by Florida statutes on behalf of the Corporation.

PRO HEALTH REHAB, INC.

By: 
Robert Grant, President

9/15/97
Date

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
PRO HEALTH REHAB, INC.**

277 DOUGLAS AVE. SUITE 1004
ALTAMONTE SPRINGS, FL 32714

The undersigned, being all of the Board of Directors of Pro Health Rehab, Inc., a Florida corporation, hereby consents in writing to the adoption of the following resolutions on behalf of the Corporation and the taking of actions contemplated thereby:

WHEREAS, it is in the best interests of the Corporation to amend the Articles of Incorporation;

RESOLVED that it shall be brought before the Shareholders to vote on whether Article IV of the Articles of Incorporation of PRO HEALTH REHAB, INC., shall be deleted in its entirety and the following be substituted therefor:

ARTICLE IV

Common Stock

Said corporation shall be authorized to issue 15,000,000 shares of Common Stock with par value of \$.001. The holders of the Common Stock are entitled to one vote for each share held of record on each matter submitted to a vote of the shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted in the election of directors can elect all of the directors. Holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore and, in the event of liquidation, dissolution or winding up of the Company, are entitled to share ratably in all assets remaining after payment of liabilities. Holders of Common Stock have no preemptive rights and have no rights to convert their Common Stock into any other securities.

Preferred Stock

The Board of Directors is granted the authority without vote or action by the shareholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof, including the voting rights, dividends rights, dividend rate, conversion rights, terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preference and number of shares constituting any series.

FURTHER RESOLVED, that it shall be brought before the Shareholders to vote on whether Article VII be hereby amended, as stated below:

The final sentence of the present Article VII shall be deleted, and the following shall be inserted in place of the deleted portion: "The Board of Directors shall be elected by majority vote of the shareholders."

The following be added to the end of Article VII, after the above replacement:

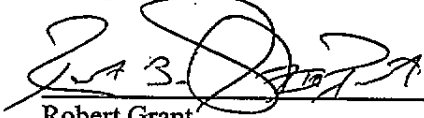
The Directors and Officers shall be indemnified by the Company for any expenses, judgments, fines and settlement payments relating to their role as Directors or Officers. In derivative actions, the indemnification does not cover judgments or settlements paid, and expenses of an unsuccessful defense are covered only with court approval; indemnification in derivative actions is permitted otherwise. The right to indemnification is conditioned upon the requirement that the Director or Officer acted with due care, in good faith and in the reasonable belief that his act was on the best interests of the Company. If the Director or Officer is successful on the merits in a proceeding or on any claim, issue or matter therein, related expenses are covered without the need to satisfy the stated conditions.

To the fullest extent permitted by State and Federal Law, a Director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a Director.

The undersigned, as the Board of Directors of PRO HEALTH REHAB, INC., hereby executes and acknowledges this Unanimous Written Consent of the Board of Directors of the above corporation as prescribed by Florida statutes.

Dated : September 15, 1997

Being all of the Directors


Robert Grant

**WRITTEN CONSENT OF
MAJORITY OF SHAREHOLDERS OF
PRO HEALTH REHAB, INC.**

277 DOUGLAS AVE. SUITE 1004
ALTAMONTE SPRINGS, FL 32714

The undersigned, holder of a majority (67.5%) of the outstanding stock of Pro Health Rehab, Inc., a Florida corporation, hereby adopts the following resolutions:

RESOLVED that Article IV of the Articles of Incorporation of PRO HEALTH REHAB, INC., shall be deleted in its entirety and the following be substituted therefor:

ARTICLE IV

Common Stock

Said corporation shall be authorized to issue 15,000,000 shares of Common Stock with par value of \$.001. The holders of the Common Stock are entitled to one vote for each share held of record on each matter submitted to a vote of the shareholders. There is no cumulative voting with respect to the election of directors, with the result that the holders of more than 50% of the shares voted in the election of directors can elect all of the directors. Holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefore and, in the event of liquidation, dissolution or winding up of the Company, are entitled to share ratably in all assets remaining after payment of liabilities. Holders of Common Stock have no preemptive rights and have no rights to convert their Common Stock into any other securities.

Preferred Stock

The Board of Directors is granted the authority without vote or action by the shareholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof, including the voting rights, dividends rights, dividend rate, conversion rights, terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preference and number of shares constituting any series.

FURTHER RESOLVED, that Article VII be hereby amended, as stated below:

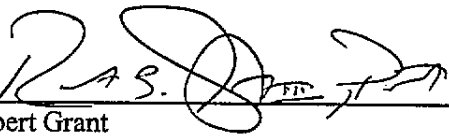
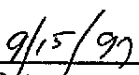
The final sentence of the present Article VII shall be deleted, and the following shall be inserted in place of the deleted portion: "The Board of Directors shall be elected by majority vote of the shareholders."

The following shall be added to the end of Article VII, after the above replacement:

The Directors and Officers shall be indemnified by the Company for any expenses, judgments, fines and settlement payments relating to their role as Directors or Officers. In derivative actions, the indemnification does not cover judgments or settlements paid, and expenses of an unsuccessful defense are covered only with court approval; indemnification in derivative actions is permitted otherwise. The right to indemnification is conditioned upon the requirement that the Director or Officer acted with due care, in good faith and in the reasonable belief that his act was on the best interests of the Company. If the Director or Officer is successful on the merits in a proceeding or on any claim, issue or matter therein, related expenses are covered without the need to satisfy the stated conditions.

To the fullest extent permitted by State and Federal Law, a Director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a Director.

The undersigned, as Majority shareholder of PRO HEALTH REHAB, INC., hereby executes and acknowledges this Written Consent of the Shareholders of the above corporation as prescribed by Florida statutes.

By: 
Robert Grant

Date

Total Shares Outstanding 1000.

Total Shares Represented by Robert Grant 675.

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF
PROHEALTH REHAB, INC.**

The undersigned, being all of the Directors of ProHealth Rehab, Inc., a Florida corporation (the "Corporation"), hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to offer and sell in a private offering (the "Offering") up to \$999,000 worth of its Shares of Common Stock (the "Securities");

RESOLVED, that the form, terms and provisions of the drafts of the Partnership's Private Offering Memorandum and all related documents prepared in connection with the Offering, with such changes therein as may be approved by the officers of the Corporation, are in all respects approved; and

FURTHER RESOLVED, that it is desirable and in the best interests of the Corporation that the Securities be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or an Assistant Secretary of this Corporation hereby are authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Securities as said officers may deem advisable; that said officers are hereby authorized to perform on behalf of this Corporation any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from this Corporation and approval and ratification by this Corporation of the papers and documents so executed and the action so taken; and

FURTHER RESOLVED, that the officers of the Corporation are each authorized, empowered and directed to take such other and further actions in the consummation of the transactions contemplated by the Offering as the officer acting shall deem to be necessary or desirable; and

FURTHER RESOLVED, that any and all acts previously taken by the officers of the Corporation in furtherance of the intent and purposes of the foregoing resolutions are in all respects expressly ratified and confirmed as the acts and deeds of the Corporation.

Dated: 9/15, 1997

Being all of the Directors


Robert Grant