

P95000045801

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

FILED
00 SEP 14 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

400003393804--U
-09/14/00--01040--016
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Universal Medical & Rehabilitation Clinic, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Q. COULLETTE SEP 14 2000

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 SEP 14 PM 2:56
DIVISION OF CORPORATION

Examiner's Initials

AMENDED ARTICLES OF INCORPORATION

OF

UNIVERSAL MEDICAL & REHABILITATION CLINIC, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

AMENDED ARTICLE I.

The name of the corporation is UNIVERSAL MEDICAL & REHABILITATION CLINIC, INC.

AMENDED ARTICLE II.

The corporation shall have perpetual existence.

AMENDED ARTICLE III.

This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

AMENDED ARTICLE IV.

The corporation is authorized to issue 100 shares at \$1.00 dollar (one dollar) par value per share, all of which shall be designated "common shares".

AMENDED ARTICLE V.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

FILED
00 SEP 14 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLE VI.

The street address of the initial registered office of this corporation is 3732 N.W. 16 Street, Fort Lauderdale, Florida 33311, and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

AMENDED ARTICLE VII.

The names and post office addresses of the Officers and Directors of this corporation are as follows:

ISAAC CAZES	290 N.W. 165 Street Penthouse Miami, Florida 33169	President
DEBBIE CAZES	290 N.W. 165 Street Penthouse Miami, Florida 33169	Secretary/Treasurer
RAMI COHEN	290 N.W. 165 Street Penthouse Miami, Florida 33169	Vice President

AMENDED ARTICLE VIII.

The corporation shall have ~~five~~ (3) Directors. The number of Directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (01) Director. To the extent permitted by law, Debbie Cazes, Isaac Cazes and Rami Cohen shall serve as a directors or officers of the corporation, and each person who served at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted

by law.

AMENDED ARTICLE IX.

The name and address of the person signing these Articles is as follows:

ISAAC CAZES 290 N.W. 165 Street
Penthouse
Miami, Florida 33169

AMENDED ARTICLE X.

Shares held by the initial shareholder(s) may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation. All shareholders of this corporation agree to be bound by the Shareholders Agreement dated September 1, 2000.

AMENDED ARTICLE XIII.

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:

1. Stock Purchase Agreement dated August 25, 2000, entered into on September 1,

2000, for which a true and correct copy is attached and incorporated herein by reference as Exhibit "A".

2. Shareholder's Agreement dated August 25, 2000, entered into on September 1, 2000, for which a true and correct copy is attached and incorporated herein by reference as Exhibit "B".

THIRD: The date of each amendment's adoption: September 1, 2000

FOURTH: Adoption of Amendments (CHECK ONE)



The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.



The amendments were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendments:*

"The number of votes cast for the amendments were sufficient for approval by _____ (voting group)"



The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13 day of SEPTEMBER, 2000.


ISAAC CAZES, President