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July 29, 1997

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Universal Rehabilitation Centers of America, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Universal Rehabilitation Centers of America, Inc. Please also find our check in the amount \$35.00. Please return a filed copy to the undersigned in the enclosed self-addressed stamped envelope.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Very truly yours,

MANDEL, SIMOWITZ, WEISMAN,
KIRSCHNER & DIAZ, P.A.

Daniel S. Mandel

DSM/dlp

FILED
97 AUG - 1 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DSM
8/1

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Pursuant to Article V of the Articles of Incorporation of Universal Rehabilitation Centers of America, Inc., the Corporation is currently authorized to issue 1,000 shares of \$1.00 par value common stock.

2. Article V of the Articles of Incorporation of Universal Rehabilitation Centers of America, Inc. shall be amended to read as follows:

ARTICLE V.
CAPITAL STOCK

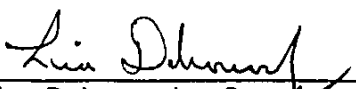
This corporation is authorized to issue 4,000,000 shares of common stock with no par value per each share of stock.

3. Except as hereby amended, the Articles of Incorporation of Universal Rehabilitation Centers of America, Inc. shall remain the same.

4. This amendment made to the Articles of Incorporation was duly adopted by written consent executed by all of the directors and the shareholders of the Corporation on January 10, 1997, pursuant to Section 607.0704 and Section 607.0821 of the Florida Business Corporation Act.

Dated: January 10, 1997

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.

BY: 
Lisa Dobrovosky, Secretary

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

SHAREHOLDERS

OF

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.

We, the undersigned, being all of the Shareholders of the Corporation, hereby agree and consent that a special meeting of the Shareholders of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

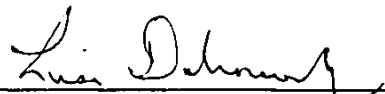
We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Shareholders present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting:	2101 Corporate Blvd. Suite 300 Boca Raton, FL 33431
Date of Meeting:	January 10, 1997
Time of Meeting:	10:00 A.M.
Purpose of Meeting:	Amend Articles of Incorporation to increase shares of authorized common stock.

Dated: January 10, 1997



Shareholder: Larry Charson



Shareholder: Lisa Dobrovosky

MINUTES OF SPECIAL MEETING

of

SHAREHOLDERS

of

UNIVERSAL REHABILITATION CENTERS OF AMERICA, INC.

The Special Meeting of the Shareholders of the Corporation was held on the date, time and place set forth in the Waiver of Notice. There were present the following:

Larry Charson

Lisa Dobrovosky

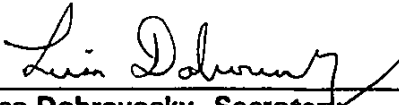
being all of the Shareholders of the Corporation.

The meeting was called to order by Larry Charson.

It was moved, seconded and unanimously carried that Larry Charson act as Chairman and Lisa Dobrovosky act as Secretary.

The Chairman noted that it was in order to consider amending the Articles of Incorporation of the Company to increase the number of authorized shares of common stock to 4,000,000 shares and to amend the par value to read from \$1.00 par value to no par value. Thereupon, it was unanimously decided by all shareholders that Larry Charson, execute and Amendment to the Articles of Incorporation wherein the number of shares of authorized stock of the company was increased to 4,000,000 shares and that the par value be amended from \$1.00 par to no par.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, it was adjourned.



Lisa Dobrovosky, Secretary