

P97000034872

QUANTUM HEALTHCARE SOLUTIONS, INC.

1313 S.W. 1 Street.
Suite 200
Miami, Florida 33135

Telephone (305) 631-1332 - (305) 649-0913 Fax

February 1, 1999

Division of Corporations
Restated Articles of Incorporation/Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

400002829984--6
-04/06/99--01002--011
*****43.75 *****43.75

Re: Revised Articles of Incorporation/Corporate Resolutions for:

- | | | |
|---|---|---|
| 1) Complete Rehabilitation Center, Inc. | - | 2) South Palm Beach Rehabilitation Center, Inc. |
| 3) Better Life Rehabilitation Institute, Inc. | - | 4) Wellcare Rehabilitation Center, Inc. |
| 5) Rehab Care Associates, Inc. | - | 6) Quantum/Millennium Health Services, Inc. |
| 7) Quantum Healthcare Solutions, Inc. | | |

Dear Sir/Madam:

Enclosed please find the revised articles of incorporation and related director corporate resolutions for the above mentioned and highlighted Corporation, in which the registered agent agrees to accept such new post. Please note, that each attached corporate resolution, addresses and agrees to the restated articles of incorporation and corporate name change, and makes mention that these actions were director approved, and shareholder approval was not required.

Also enclosed please find additional copies of the articles of incorporation and related corporate resolutions to be stamped in and returned to our office when the process has been completed, in the attached enclosed envelope, as well as payment for \$43.75 (\$35.00 filing fee for restatement of articles, and \$8.75 for each Corporation's updated certificate of status).

Thank you for your attention to this matter, if you have any questions, please do not hesitate to contact me.

Sincerely,

Francisco M. Dumenigo

*Francisco authorized
to add date of adoption*

*W98000007374
Restated Articles/Name Change
*308, 534, 549, 2473, 620, 7674
HFS 4-6-99*

FILED
99 APR - 1 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 26, 1999

Francisco M. Dumenigo
% QUANTUM HEALTHCARE SOLUTIONS, INC.
1313 SW 1st Street, Suite 200
Miami, FL 33135

SUBJECT: SOUTH PALM BEACH REHABILITATION CENTER, INC.
Ref. Number: P97000034872

We have received your document for SOUTH PALM BEACH REHABILITATION CENTER, INC. and check(s) totaling \$43.75. However, your check(s) and document are being returned for the following:

Please entitle your document RESTATED ARTICLES OF INCORPORATION OF SOUTH PALM BEACH REHABILITATION CENTER, INC., instead of TETRAMED REHAB OF SOUTH BEACH, INC.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please contact the undersigned before making corrections or returning your document to this office.

Please return the enclosed check for \$43.75 or a newly issued check with your corrected document.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 899A00015439

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99 APR -1 PM 1:06

RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SOUTH PALM BEACH REHABILITATION CENTER, INC.

THE UNDERSIGNED ACTING ON BEHALF OF THE BOARD OF DIRECTORS, AND WITHOUT SHAREHOLDER APPROVAL, SINCE IT WAS NOT REQUIRED, ON BEHALF OF **SOUTH PALM BEACH REHABILITATION CENTER, INC.**, UNDER THE FLORIDA BUSINESS CORPORATIONS ACT, ADOPTS THE FOLLOWING RESTATED ARTICLES OF INCORPORATION ON FEBRUARY 15, 1999:

ARTICLE I - NAME CHANGE

The name of this corporation has been changed to that of **TETRAMED REHAB OF SOUTH BEACH, INC.**

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1313 S.W. 1st Street, Miami, Florida 33135.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one million (1,000,000) shares of common stock having a par value of \$0.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE VI - EFFECT OF THESE RESTATED ARTICLES OF INCORPORATION

These restated Articles took effect on February 15, 1999.

ARTICLE VII - REGISTERED AGENT AND ADDRESS

The name of the registered agent for this Corporation is Federico A. Dumenigo, and his street address is 1313 S.W. 1st Street, Miami, Florida 33135.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time as provided in the bylaws, but shall never be less than one. The name and street address of the members of the board of directors are as follows:

<u>Name</u>	<u>Street Address</u>
Federico A. Dumenigo	1313 S.W. 1 st Street, Suite 200, Miami, Florida 33135
Francisco Dumenigo	1313 S.W. 1 st Street, Suite 200, Miami, Florida 33135

ARTICLE IX - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE X - BYLAWS

The corporation's board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith or with shareholder agreements, restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock, or of any other activities allowed.

ARTICLE XI - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the board or committee.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding,

in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the discretion of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive or other rights to which any person may now or hereafter be entitled as a matter of law.

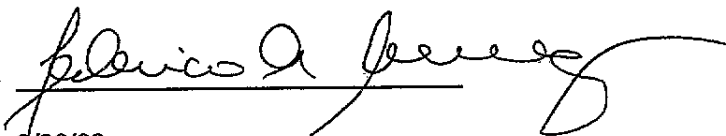
IN WITNESS WHEREOF, the undersigned, has executed these restated Articles of Incorporation this 20 day of February of 1999.


Federico A. Dumenigo
Chairman of Board of Directors

DESIGNATION OF CORPORATE REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

2/20/99