FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

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FILER

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS INC

CIK:**1194842**| State of Incorp.:**FL** | Fiscal Year End: **0630**
Type: **10QSB** | Act: **34** | File No.: **000-50022** | Film No.: **04968135**
SIC: **8011** Offices & clinics of doctors of medicine

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarter Ended June 30, 2004, Commission File Number 333-112499

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.

(Exact name of Registrant as specified in its charter)

Florida	01-0626963
(State of Incorporation)	(I.R.S. Employer Identification Number)

3801 N. University Drive, Ste 317, Sunrise, Fl 33351

(address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (954) 748-3322

Not Applicable

(Former name, address or fiscal year if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x No

The total number of shares outstanding of the issuer's common shares, par value $ .001, as of the date of this report, follow:

4,607,267

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A Development Stage Company)

Consolidated Interim Financial Statements

June 30, 2004

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
CONSOLIDATED BALANCE SHEET

<TABLE>
<CAPTION>

	June 30, 2004 (Unaudited)	December 31, 2003 (Audited)
<S>	<C>	<C>
ASSETS		
CURRENT		
Cash	$ 6,924	$ 40,386
Deposits	159,200	159,200
Prepaid expenses	24,058	1,700

Other asset	585	585
Total Current Assets	190,767	201,871
FIXED - AT COST		
Computer equipment	18,741	18,741
Office furniture	26,928	26,928
	45,669	45,669
Less: Accumulated depreciation	(15,044)	(10,478)
Net Fixed Assets	30,625	35,191
TOTAL ASSETS	$ 221,392	$ 237,062
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT		
Accounts payable	$ 55,108	$ 75,371
Loans payable - directors	204,500	-
Total Current Liabilities	259,608	75,371
STOCKHOLDERS' EQUITY		
Common stock, par value $ .001, authorized 100,000,000, issued and outstanding - 4,607,267,(December 31, 2003 - 4,503,893)	4,607	4,504
Additional paid-in capital	2,370,983	2,262,275
Deficit accumulated during development stage	(2,413,806)	(2,105,088)
Total Stockholders' Equity	(38,216)	161,691

</TABLE>

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 221,392	$ 237,062

The accompanying notes are an integral part of these financial statements.

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
INTERIM CONSOLIDATED STATEMENT OF OPERATIONS

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30, 2004	JUNE 30, 2003	SIX MONTHS ENDED JUNE 30 2004	2003	FROM INCEPTION (SEP 24, 2001) TO JUNE 30, 2004
<S>	<C>	<C>	<C>		<C>
REVENUE	$ -	$ -	$ -		$ -
OPERATING EXPENSES					
Salaries and wages	23,900	94,885	76,418	208,800	660,439
Employee benefits/ payroll taxes	9,618	27,519	21,358	43,053	52,398
General and administrative	23,747	22,828	52,382	48,982	323,598
Management fees	-	-	-	-	168,132
Professional fees	-	6,313	23,600	54,393	235,882
Consulting fees	-	471,120	75,000	472,620	814,961
Marketing, travel and entertainment	6,629	1,136	8,260	1,968	31,519
Applications fees		64,700	-	64,700	64,700
Littlestown expenses	27,441	-	47,133	-	47,133
Depreciation	2,283	2,412	4,566	2,412	15,044
Total Operating Expenses	93,611	690,913	308,717	896,928	2,413,806
NET LOSS	$(93,611)	$(690,913)	$(308,717)	$(896,928)	$ (2,413,806)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED	4,529,078	3,552,836	4,529,078	3,552,836	
NET LOSS PER SHARE - BASIC AND DILUTED	$ (0.02)	$ (0.19)	$ (0.07)	$ (0.25)	

</TABLE>

The accompanying notes are an integral part of these financial statements.

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A DEVELOPMENT STAGE ENTERPRISE)
INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

<TABLE>
<CAPTION>

<S>	<C> SIX MONTHS ENDED JUNE 30, 2004	<C> FROM INCEPTION (SEP 24, 2001) TO JUNE 30, 2004
CASH FLOW FROM OPERATING ACTIVITIES		
Net Loss	$ (308,717)	$ (2,413,806)
Adjustments to reconcile net loss to net cash used in operating activities		
Stock issued for services	-	499,646
Depreciation	4,566	15,044
Changes in assets and liabilities		
Increase in deposit	-	(159,200)
Increase in prepaid expenses	(22,358)	(24,058)
Increase in other assets	-	(585)
Increase(decrease) in accounts payable	(20,263)	55,108
	(38,055)	385,955
Net Cash Used in Operating Activities	(346,772)	(2,027,851)
CASH FLOW FROM FINANCING ACTIVITIES		
Exercise of warrants	-	417,682
Donated capital	-	11,685
Loans payable	204,500	204,500
Issuance of common stock	108,810	1,446,577
Net Cash Provided By Financing Activities	313,310	2,080,444
CASH FLOW FROM INVESTING ACTIVITIES		

Purchase of fixed assets	-	(45,669)
Net Cash Used In Investing Activities	-	(45,669)
Increase(Decrease) in Cash	(33,462)	6,924
Cash and Cash Equivalents - Beginning of Period	40,386	-
Cash and Cash Equivalents - End of Period	$ 6,924	$ 6,924

</TABLE>

The accompanying notes are an integral part of these financial statements.

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A Development Stage Enterprise)
Notes To Consolidated Interim Financial Statements
June 30, 2004
(Unaudited)

Note 1 - General

Nature of Business

Universal Healthcare Management Systems, Inc., Inc. (the "Company") was incorporated on December 26, 2001 under the laws of the State of Florida. The Company's primary business activity is to complete the construction of a medical facility dedicated to the treatment of cancer related diseases. The Company plans on constructing and/or acquiring several different locations over time.

In May of 2002, the Company acquired its wholly owned subsidiary Oncology Care and Wellness Center (Oncology) through a recapitalization, by the issuance of 760,765 shares of the Company's common stock for all the outstanding shares of Oncology. This transaction was accounted for using the purchase method and the operations of Oncology are consolidated for financial reporting purposes. Oncology was incorporated on September 24, 2001. After acquisition, Oncology became inactive.

The Company's fiscal year end has been changed to December 31.

Note 2 - Summary of Significant Accounting Policies:

Basis of Presentation - Development Stage Company

The Company has not earned any revenue from limited principal operations. Accordingly, the Company's activities have been accounted for as those of a "Development Stage Enterprise" as set forth in Financial Accounting Standards Board Statement No. 7 ("SFAS 7"). Among the disclosures required by SFAS 7 are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, stockholders' equity (deficit) and cash flows disclose activity since the date of the Company's inception.

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States for interim financial information. The accompanying consolidated financial statements for the interim periods are unaudited and reflect all adjustments (consisting only of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of the financial position and operating results for the periods presented. These financial statements should be read in conjunction with the financial statements for the year ended December 31, 2003 and notes thereto contained in the Report on Form 10-KSB of the Company as filed with the Securities and Exchange Commission. The results of operations for the six months ended June 30, 2004, are not necessarily indicative of the results for the full fiscal year ended December 31, 2004. Significant accounting principles followed by the Company and the methods of applying those principles, which materially affect the determination of financial position and cash flows are summarized below.

These consolidated financial statements include the accounts of Universal Healthcare Management Systems, Inc. and its wholly owned subsidiaries, Oncology Care and Wellness Center, Inc, and Universal Holding & Development Inc. All significant intercompany transactions and balances have been eliminated on consolidation.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Note 2 - Summary of Significant Accounting Policies: (Continued)

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considered all cash and other highly liquid investments with initial maturities of three months or less to be cash equivalents.

Property and Equipment

The Company follows the practice of capitalizing property and equipment is stated at cost in excess of $500. The cost of ordinary maintenance and repairs is charged to operations while renewals and replacements are capitalized. Depreciation is computed over the estimated useful lives of the assets generally as follows:

Computers, Equipment & Furniture	5 years

Income Taxes

The Company accounts for income taxes under SFAS No. 109, which requires the asset and liability approach to accounting for income taxes. Under this method, deferred tax assets and liabilities are measured based on differences between financial reporting and tax bases of assets and liabilities measured using enacted tax rates and laws that are expected to be in effect when differences are expected to reverse

Net earning (loss) per share

Basic and diluted net loss per share information is presented under the requirements of SFAS No. 128, Earnings per Share. Basic net loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding for the period, less shares subject to repurchase. Diluted net loss per share reflects the potential dilution of securities by adding other common stock equivalents, including stock options, shares subject to repurchase, warrants and convertible preferred stock, in the weighted-average number of common shares outstanding for a period, if dilutive. All potentially dilutive securities have been excluded from the computation, as their effect is anti-dilutive.

Fair Value of Financial Instruments

The carrying amount of cash, deposits, due from investor, due from broker, prepaid expenses, other assets, accounts payable, and loans payable - directors are considered to be representative of their respective fair values because of the short-term nature of these financial instruments.

Note 2 - Summary of Significant Accounting Policies: (Continued)

Recently Issued Accounting Standards

In December 2002, the FASB issued SFAS No. 148 "Accounting for Stock-Based Compensation-Transition and Disclosure - an amendment of FASB Statement No. 123" (FAS 148). The statement amends SFAS 123 "Accounting for Stock Based Compensation:" (FAS 123) to provide alternative methods of voluntarily transition to the fair value based method of accounting for stock based employee compensation. FAS 148 also amends the disclosure requirement of FAS 123 to require disclosure of the method used to account for stock based employee compensation and the effect of the method on reported results in both annual and interim financial statements. The disclosure provisions will be effective for the Company beginning with the Company's quarter ended March 31, 2003. The Company has no current intention to change its policy of accounting for stock-based compensation.

In January 2003, the FASB issued FASB Interpretation No. 46 (FIN 46), " Consolidation of Variable Interest Entities, and Interpretation of ARB No.51." FIN 46 requires certain variable interest entities to be consolidated by the primary beneficial of the entity if the equity investors in the entity do not have characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must be applied for the first interim or annual period beginning on or after June 15, 2003.

On April 30, 2003 the FASB issued Statement No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." The Statement amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under Statement 133. The amendments set forth in Statement 149 improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly. In particular, this Statement clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative as discussed in Statement 133. In addition, it clarifies when a derivative contains a financing component that warrants special reporting in the statement of cash flows. This Statement is effective for contracts entered into or modified after June 30, 2003.

On May 15, 2003 the FASB issued Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". The Statement improves the accounting for certain financial instruments that, under previous guidance, issuers could account for as equity. The new Statement requires that those instruments be classified as liabilities in statements of financial position. In addition to its requirements for the classification and measurement of financial instruments in its scope, Statement 150 also requires disclosures about alternative ways of settling the instruments and the capital structure of entities, all of whose shares are mandatorily redeemable. Most of the guidance in Statement 150 is effective for all financial instruments entered into or modified after May 31, 2003.

The company believes that none of the recently issued accounting standards will have a material impact on the financial statements.

Note 3 - Deposits

The Company has deposited funds with its corporate attorney. The main purpose is to fund the purchase of a parcel of land comprising 2.25 acres of raw land at the corner of West 16th Avenue and 37th Street in Hialeah, Florida.

Note 4 - Income Taxes

There has been no provision for U.S. federal, state, or foreign income taxes for any period because the Company has incurred losses in all periods and for all jurisdictions.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of deferred tax assets are as follows:

Deferred tax assets	
Net operating loss carryforwards	$2,413,806
Valuation allowance for deferred tax assets	(2,413,806)
Net deferred tax assets	$ -

Realization of deferred tax assets is dependent upon future earnings, if any, the timing and amount of which are uncertain. Accordingly, the net deferred tax assets have been fully offset by a valuation allowance. As of June 30, 2004, the Company had net operating loss carryforwards of approximately $2,413,806 for federal and state income tax purposes. These carryforwards, if not utilized to offset taxable income begin to expire in 2016. Utilization of the net operating loss may be subject to substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code and similar state provisions. The annual limitation could result in the expiration of the net operating loss before utilization.

Note 5 - Commitments

Rental Lease

In July 2003, the Company entered into a two year operating lease agreement for the rental of office space at 3801 N. University Drive, Suite 317, Sunrise, Florida. Minimum rentals, on an annual basis, are as follows:

2004	$ 17,462
2005	16,009

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.
(A Development Stage Enterprise)
Notes To Consolidated Interim Financial Statements
June 30, 2004
(Unaudited)

Note 6 - Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplates continuation of the Company as a going concern. The Company operations are in the development stage, the Company has generated no income, and has incurred losses of $2,413,806 from operations since inception.

The future success of the Company is likely dependent on its ability to attain additional capital to develop its proposed products and ultimately, upon its ability to attain future profitable operations. There can be no assurance that the Company will be successful in obtaining such financing, or that it will attain positive cash flow from operations.

Item 2 - Management's Discussion and Analysis of Financial Conditions and Results of Operations

THE FOLLOWING DISCUSSION OF THE RESULTS OF OUR OPERATIONS AND FINANCIAL CONDITION SHOULD BE READ IN CONJUNCTION WITH OUR FINANCIAL STATEMENTS AND THE NOTES THERETO INCLUDED ELSEWHERE IN THIS REPORT. EXCEPT FOR THE HISTORICAL INFORMATION CONTAINED HEREIN, THE DISCUSSION CONTAINED IN THIS REPORT CONTAINS "FORWARD-LOOKING STATEMENTS" THAT INVOLVE RISK AND UNCERTAINTIES. THESE STATEMENTS MAY BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "BELIEVES," "EXPECTS," "MAY," "WILL," "SHOULD" OR "ANTICIPATES" OR THE NEGATIVE THEREOF OR SIMILAR EXPRESSIONS OR BY DISCUSSIONS OF STRATEGY. THE CAUTIONARY STATEMENTS MADE IN THIS REPORT SHOULD BE READ AS BEING APPLICABLE TO ALL RELATED FORWARD-LOOKING STATEMENTS WHEREVER THEY APPEAR IN THIS REPORT. OUR ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE DISCUSSED IN THIS REPORT.

Results of Operations

For the six months ended June 30, 2004 the Company has not generated any revenues. Management's efforts to date have been devoted to focusing on raising funds in order to meet its business objectives and to searching for viable acquisition opportunities. The Company has incurred operating losses to date of $2,413,806 and will continue to incur losses until such time as it raises enough money to either construct a facility or acquire an existing medical facility that meets the Company's specific criteria. The Company believes that it has set in motion viable methods to acquire certain medical centers and believes once certain medical centers have been targeted and acquired that revenues generated would be sufficient to aid in continuing operations of the Company. However, there can be no assurance that such acquisitions will be profitable. On December 5, 2003 the Company acquired a medical facility in Littlestown PA and have started paying the expenses for the center. In order to make the center fully operational, the Company needs approximately $ 600,000. The Company has completed a private placement for the funds with one of its brokers, however, to date, the funds have not been advanced by the broker.

At such time that revenues commence the Company will have to rely upon additional financing to continue. Even after revenues are generated, it may still be necessary to raise additional capital if the revenues generated are not sufficient to sustain continued operations. Consequently, capital has to be expended to maintain the use of consultants to explore and analyze proposed acquistions and to find new sources of capital along with the staff of people now employed. The Company currently employs about 3 individuals and must use consultants on a pay for use basis until it can run its operations with additional full time staff. Fortunately as described below, certain of the consultants have elected to be paid with stock which has helped to limit the additional capital that normally would have been required. Except as noted in the financial statements, the Company has not entered into any further committed amounts to other consultants except as when required.

During the six months ended June 30, 2004 the Company has paid an investor relations firm a total of $ 75,000 compared to $ 472,620 for the same period ended 2003. The consulting fees paid in 2003 for the most part was paid by way of stock. Employees and management salaries were $76,418 for the six months ended June 30, 2004 compared to $ 208,800 for 2003. The decrease is directly attributable the lack of operating funds for this period compared to 2003. Professional fees of $ 23,600 are mainly legal fees and audit fees in connection with day to day operations, which includes the preparation and review of regulatory filings. For the same period last year professional fees paid totaled $54,393, the increased amount due to the necessary professional fees required in filings in order to go public which did not have to happen for the 2004 period. General and administrative expenses were $ 52,382 for the six months ended June 30, 2004 compared to $48,982 for 2003 The main components of general and administrative expenses are rent, office supplies and telecommunications.

The Company began paying rent and other costs as result of it acquiring the cancer care center in Littletown, PA. Most of the expense of $47,133 is related to rent of the space.

Liquidity and Capital Resources

The Company has cash of $6,924 as at June 30, 2004 compared to $40,386 as of December 31, 2003. The ability to raise additional capital involves the expenditure of capital. The Company will need additional capital if it is to continue to support its existing facilities. If the Company is not able to raise additional capital, it will have to reduce staff and possibly look to the directors and officers of the Company for additional working capital. The Company as a result has reduced staff as indicated above and has received advances from its directors. If the funds that have been committed by the broker and the investor come in, then the Company will have the necessary working capital to continue operations and acquire medical centers.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Not applicable.

Item 2. Changes in Securities

During the period from January 1, 2004 to June 30, 2004 the following unregistered securities were sold.

(a) Securities Sold For Cash

January 2004
3,075 common shares, $ 4.65 per share, to new shareholders
86 common shares, $ 4.65 per share, to an existing shareholder

March 2004
7,500 common shares, $ 4.00 per share, to new shareholders

April 2004
8,845 common shares at various prices, to new shareholders

May 2004
95,616 common shares at various prices, to new shareholders
3,300 common shares, $ 4.65 per share, to a new shareholder

June 2004
32,801 common shares, at various prices to new shareholders
2,151 common shares, $ 4.65 per share, to an existing shareholder

ITEM 3. CONTROLS AND PROCEDURES

Within 90 days prior to the date of this report under the supervision and participation of certain members of the Company's management, including the President and the Chief Executive Officer, the Company completed an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rules 13a - 14 and 15d - 14c to the Securities Exchange Act of 1934, as amended). Based on this evaluation, the Company's President and Chief Financial Officer believe that the disclosure controls and procedures are effective with respect to timely communicating to them and other members of management responsible for preparing periodic reports all material information required to be disclosed in this report as it relates to the Company.

Item 5 - Other Information

In June 2004 the Company entered into an agreement with an investment company to purchase up $50,000,000 of the Company's stock based on certain conditions being met. To date none of the Company's stock has been sold pursuant to this agreement.

Item 6 - Exhibits and Reports on Form 8-K

The following documents(marked "A") are incorporated by reference as they have been included in Form 10-SB/A as filed with Securities and Exchange Commission on March 26, 2003.

Exhibit 3	(i)	Articles of Incorporation(A)
	(ii)	By-Laws(A)
Exhibit 10		Material Contracts(A)
Exhiibit 10.1		Cornell Capital Term Sheet
Exhibit 11		Computation of earnings per common share - see Statement of Operations
Exhibits 31 & 32		Certifications

Reports on Form 8-K - None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned thereunto duly authorized.

UNIVERSAL HEALTHCARE MANAGEMENT SYSTEMS, INC.

BY: /s/ KEN HANKIN

Kenneth Hankin, President

Dated: August 6, 2004

Exhibit 10.1

Hamid Fashandi 06/08/2004
Cornell Capital Partners

CONFIDENTIAL
TERM SHEET

Standby Equity Distribution Agreement

Company: Universal Healthcare Management Systems, Inc. (UHMG)

Commitment Amount: Cornell Capital Partners, LP (the "Purchaser") shall commit to purchase up to USD $ 50,000,000 of the Company's common stock (the "Common Stock") over the course of 24 months after an effective registration of the shares. The timing and amounts of the "Puts" shall be at the discretion of the Company up to a maximum of USD $ 750,000 per Put.

Securities: Common stock of the Company issued under the securities laws of the United States under Regulation D.

Put Date: Date the Purchaser receives a Put Notice requesting a draw down by the Company for a portion of the Standby Equity Distribution Agreement.

Market Price: The lowest daily VWAP (volume weighted average price) of the Common Stock during the Pricing Period.

Pricing Period: The five (5) consecutive trading day period beginning on the first trading day immediately after the Put Date.

Purchase Price: The Purchase price shall be set at 95% of the Market Price.

Put Restrictions: There will be a minimum of six (6) trading days between Puts. No Put shall be made until an effective registration statement of the shares has been declared. Put restrictions can be waived at the option of the Purchaser.

Closing Date: The first trading day after each Pricing Period. On each Settlement Date, the Company will cause the delivery of whole shares of its Common Stock to the Purchaser or its designees via DWAC, against payment therefore to the Company's designated account by wire transfer of immediately available funds (provided that the shares of stock are received by the Purchaser no later than 1:00 pm EST) or next day available funds if the shares are received thereafter.

Anti-Shorting: Cornell and its affiliates shall covenant not to cause or engage in, in any manner whatsoever, any direct or indirect short selling or hedging of the securities of a partner company. Cornell Capital and its affiliates shall represent and warrant to the partner company that at no time in the past has Cornell Capital or any of its affiliates caused or engaged in, in any manner whatsoever, any direct or indirect short selling or hedging of the securities of a partner company.

Fees and Expenses: Upon closing of the transaction (when the definitive documents are signed by both parties) the Company shall issue the Purchaser a Compensation Debenture for Four Hundred Fifty Thousand Dollars ($450,000) as a Commitment Fee. The Compensation Debenture and the shares it represent shall have "piggy-back" registration rights. At the Company's option, the Company has the right to purchase back the Compensation Debenture for Four Hundred Fifty Thousand Dollars ($450,000) at any time from the Purchaser. In addition, upon the initial Put and all subsequent Puts, the Purchaser shall receive directly from escrow, cash compensation equal to 5% of the gross proceeds of the Put.

Legal Fees: The Issuer agrees to pay $ 5,000 for legal expenses associated with the proposed transaction.

Universal Healthcare Management Systems, Inc.

By: s/s K Hankin

Name: Kenneth N. Hankin
Title: President/CEO

CORNELL CAPITAL PARTNERS, LP
By: Yorkville Advisors, LLC
Its: General Partner

By: s/s Mark Angelo

Name: Mark Angelo
Title: Portfolio Manager

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

I, Ken Hankin, certify that;

1. I have reviewed this quarterly report on Form 10-QSB of Universal Healthcare Management Systems, Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registration as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedure to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Ken Hankin

Ken Hankin
President & CEO

August 6, 2004

Exhibit 31.2

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

I, Ardie Nickel, certify that;

1. I have reviewed this quarterly report on Form 10-QSB of Universal Healthcare Management Systems Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material

respects the financial condition, results of operations and cash flows of the registration as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a) designed such disclosure controls and procedure to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/s/ Ardie Nickel

Ardie Nickel
Secretary/Treasurer

August 6, 2004

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Universal Healthcare Management Systems, Inc., a Florida corporation (the "Company"), on Form 10-QSB for the quarter ending June 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Kenneth Hankin President & CEO, of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Ken Hankin

Ken Hankin
President & CEO

August 6, 2004

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Universal Healthcare Management Systems, Inc., a Florida corporation (the "Company"), on Form 10-QSB for the quarter ending June 30, 2004 as filed with the Securities and Exchange Commission (the "Report"), I, Ardie Nickel, Secretary/Treasuer, of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. Section 1350), that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Ardie Nickel

Ardie Nickel
Secretary/Treasurer

August 6, 2004.