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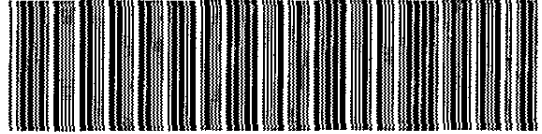
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AUG 28 2006
Morgan

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Medical Innovators, Inc., a Colorado corporation
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Paul J. Hanley
(Contact Person)

Grimshaw & Harring, P.C.
(Firm/Company)

1700 Lincoln St., Ste. 3800
(Address)

Denver, CO 80203
(City/State and Zip Code)

For further information concerning this matter, please call:

Paul J. Hanley At (303) 839-3800
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director


Typed or Printed Name of Individual & Title

Medical Innovators, Inc. (Colorado)



President Brian Wiebe

Medical Innovators, Inc. (Florida)



President Brian Wiebe

PLAN OF MERGER

This Plan of Merger is made as of the 3rd day of August, 2006, between Medical Innovators, Inc., a Florida corporation and the merging corporation ("Florida Corporation"), and Medical Innovators, Inc., a Colorado corporation and the surviving corporation ("Colorado Corporation").

1. Recitals. Common stock is the only class of outstanding stock of Florida Corporation. Florida Corporation desires to be merged into Colorado Corporation as soon as possible following the date hereof (the "Merger"). The respective corporations desire to ratify, adopt, and approve this Plan of Merger under which Florida Corporation will be merged into Colorado Corporation. The Boards of Directors of the respective corporations deem it advisable and in the best interests of the corporations and shareholders of the corporations that Florida Corporation merge and combine with Colorado Corporation pursuant to the terms and conditions as set forth in this Plan of Merger.

2. Conversion of Securities. The Merger shall provide for the following issuance and exchange of securities:

(a) The authorized shares of Colorado Corporation shall remain unchanged as a result of the Merger. Each issued and outstanding share of Florida Corporation as of the effective date of the Merger shall be converted into one fully paid and nonassessable share of Colorado Corporation as of the effective date of the Merger.

(b) From and after the effective date of the Merger, certificates representing shares of Florida Corporation and shares representing issued and outstanding stock of Colorado Corporation as of the effective date of the Merger (collectively, "Old Shares") shall be deemed to represent only the right to shares of the new stock in Colorado Corporation to which the shareholder would be entitled ("New Shares").

(c) After the effective date of the Merger, the holders of the Old Shares may surrender certificates evidencing their Old Shares for cancellation to Colorado Corporation, which shall issue new stock certificates evidencing ownership of the New Shares on the basis set forth above.

3. Corporate Existence. Colorado Corporation shall continue in existence unchanged as of the effective date of the Merger. The separate existence of Florida Corporation shall cease, and Florida Corporation and Colorado Corporation shall become a single corporation in accordance with this Plan of Merger.

4. No Amendments to Articles of Incorporation. The Articles of Incorporation of Colorado Corporation shall not be amended as a result of the Merger.

5. Severability. This Plan of Merger shall be interpreted in such a manner as to render it enforceable to the maximum degree possible. In the event that any clause of this Plan of Merger is found to be illegal or unenforceable, such clause shall be severed or modified to the extent

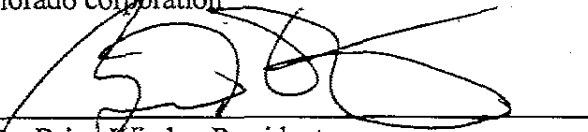
necessary in order to make the remainder of this Plan of Merger enforceable, and as so severed or modified, this Plan of Merger shall remain in full force and effect.

Dated to be effective the day and year first set forth above.

MEDICAL INNOVATORS, INC.,
a Florida corporation

By: 
Dr. Brian Wieder, President

MEDICAL INNOVATORS, INC.,
a Colorado corporation

By: 
Dr. Brian Wieder, President