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# COVER LETTER

TO: Amendment Section Division of Corporations	
SUBJECT: Medical Innovators, Inc., a Colorado corporation (Name of Surviving Corporation)	<u>ion</u>
The enclosed Articles of Merger and fee are submitted for fi	ling.
Please return all correspondence concerning this matter to for	ollowing:
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)	and the second s
For further information concerning this matter, please call:	
Paul J. Hanley At ( 3 (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

ARTICLES OF MERGER
(Profit Corporations)

Of AUG 24
Pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of	the <u>surviving</u> corporation.	- DA
<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicable)
Medical Innovators, Inc.	Colorado	20061027083
Second: The name and jurisdiction	of each merging corporation:	
Name	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Medical Innovators, Inc.	Florida	P03000110912
Third: The Plan of Merger is attack	ed.	
Fourth: The merger shall become e Department of State.	ffective on the date the Articles	s of Merger are filed with the Florida
	a specific date. NOTE: An effective 90 days after merger file date.)	date cannot be prior to the date of filing or more
Fifth: Adoption of Merger by surv The Plan of Merger was adopted by	iving corporation - (COMPLET) the shareholders of the survivir	e ONLY ONE STATEMENT) ag corporation on August 3, 2006
The Plan of Merger was adopted by	the board of directors of the sur reholder approval was not requi	
Sixth: Adoption of Merger by merger.  The Plan of Merger was adopted by	zing corporation(s) (COMPLET) the shareholders of the merging	e ONLY ONE STATEMENT) g corporation(s) on July 28, 2006
The Plan of Merger was adopted by	the board of directors of the me eholder approval was not requi	

(Attach additional sheets if necessary)

# 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)  Medical innovators, Inc. (Florida)	500	President Bran Wich

## 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. <u>Conversion of Securities</u>. 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. <u>Corporate Existence</u>. 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. <u>No Amendments to Articles of Incorporation</u>. The Articles of Incorporation of Colorado Corporation shall not be amended as a result of the Merger.
- 5. <u>Severability</u>. 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

Dr. Brian Wieder, President

MEDICAL INNOVATORS, INC.,

a Colorado corporation

Dr. Brian Wieder, President