

P04000110587

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MERGER OR SHARE EXCHANGE

ISOLA IMPLANTS, INC.

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G. Ouellette JAN 18 2005

ARTICLES OF MERGER
(Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

TALLAHASSEE, FLORIDA

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First: The name of the jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Isola Implants, Inc.	Florida	P04000110587

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Isola Implants, Inc.	Colorado	19871625267

Third: The Plan of Merger is attached as Exhibit "A".

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation – The Plan of Merger was adopted by the Shareholders of the surviving corporation on January 17, 2005.

Sixth: Adoption of the Merger by merging corporation – The Plan of Merger was adopted by the Shareholders of the merging corporation on January 17, 2005.

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Seventh: Signatures for each corporation:

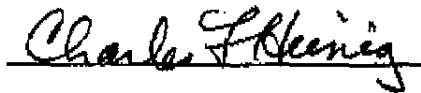
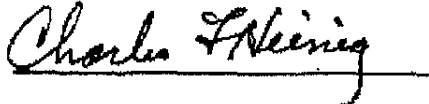
<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed/Printed Name Individual & Title</u>
Isola Implants, Inc., a Colorado corporation		Charles F. Heinig, President
Isola Implants, Inc., a Florida corporation		Charles F. Heinig, President

EXHIBIT "A"

PLAN OF MERGER

OF

ISOLA IMPLANTS, INC.
(a Colorado corporation)

with and into

ISOLA IMPLANTS, INC.
(a Florida corporation)

PLAN OF MERGER adopted by Isola Implants, Inc. ("Isola Colorado"), a business corporation organized under the laws of the State of Colorado, by resolution of its Board of Directors dated as of January 17, 2005, and adopted by Isola Implants, Inc. ("Isola Florida"), a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors dated as of January 17, 2005. The names of the corporations planning to merge are Isola Implants, Inc., a business corporation organized under the laws of the State of Colorado, and Isola Implants, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation of the merger shall be Isola Implants, Inc.

1. Isola Colorado and Isola Florida shall, pursuant to the provisions of the Colorado Revised Statutes and pursuant to the Florida Business Corporation Act, be merged into a single corporation, to wit, Isola Florida, which shall be the surviving corporation of the merger (the "Merger"). The Merger shall become effective upon the filing of articles of merger with the Secretary of State of Florida in the manner prescribed by the Florida Business Corporation Act (the "Effective Time"). Isola Florida is sometimes hereinafter referred to as the "surviving corporation." From and after the Effective Time, Isola Florida shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of Isola Colorado, which is sometimes hereinafter referred to as the "non-surviving corporation," shall cease at the Effective Time in accordance with the provisions of the Colorado Revised Statutes.

2. The present Articles of Incorporation of Isola Florida shall be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Florida.

3. The present bylaws of Isola Florida will be the bylaws of the surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

4. The directors of the surviving corporation from and after the Effective Time shall be

the persons who, immediately prior to the Effective Time, constituted the board of directors of Isola Florida. The officers of the surviving corporation from and after the Effective Time shall be the persons who, immediately prior to the Effective Time, constituted the officers of Isola Florida. All of such directors and officers of the surviving corporation shall hold their respective offices until the election and qualification of their respective successors or until their tenure is otherwise terminated.

5. Without further action being required on the part of any person, each share of common stock of the non-surviving corporation issued and outstanding immediately before the Effective Time shall, as of the Effective Time, be converted into one share of common stock of the surviving corporation, and each fractional share of common stock of the non-surviving corporation shall, as of the Effective Time, be converted into an equivalent fractional share of common stock of the surviving corporation. The single share of common stock of Isola Florida issued and outstanding before the Effective Time shall be cancelled effective as of the Effective Time.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Colorado Revised Statutes.

7. The Plan of Merger herein made and approved shall be submitted to the shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

8. The non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Colorado and the State of Florida and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

9. The board of directors and the proper officers of the non-surviving corporation and the board of directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger and the Merger herein provided for.