

Apr 05 10:30a

CloverLeaf Capital

(407) 905-9695

p. 1

Division of Corporations

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MERGER OR SHARE EXCHANGE
PAINCARE ACQUISITION COMPANY XVII, INC.

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Merger 4/14/05/01

Fax Audit No.: H050000920883

ARTICLES OF MERGER

Pursuant to Article 90 of the Colorado Corporations and Associations Act, and Section 607.1105 of the Florida Business Corporation Act (the "Act"), CPS MERGER CORP., a Colorado corporation f/k/a Colorado Pain Specialists, P.C., Corporation File No. 20031236757 ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XVII, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger:

1. The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A, and made a part hereof, was unanimously approved in compliance with the laws of the state under which it is organized and adopted by all of the shareholders and all of the directors of both Disappearing Corporation and Surviving Corporation.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of Disappearing Corporation stock will be acquired by Surviving Corporation, by means of a merger of Disappearing Corporation into Surviving Corporation (the "Merger").

3. Pursuant to Section 607.1105(1)(b) of the Act, the Merger shall be effective as of 11:59 P.M. on the date of filing of these Articles with the Secretary of State of Florida (the "Effective Time").

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 13 day of April, 2005.

CPS MERGER CORP. a Colorado corporation

By: 

Scott Brandt, M.D., President

PAINCARE ACQUISITION COMPANY XVII, INC., a Florida corporation

By: 

Name: Randy Lubinsky

Title: CEO

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ALLA MASSE, FLORIDA

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Cloverleaf Capital
12200 W. Colonial Dr. Ste 303
Winter Garden, FL 34787

Z:\Pain Care\Dr. Brandt - Colorado Pain Specialists\Proposed Final Docs\ARTICLES OF MERGER (FL) (Final for Execution).doc
(407) 905-9699 ph
(407) 905-9695 fax

Fax Audit No: H050000920883

EXHIBIT "A"

PLAN OF MERGER

In accordance with Article 90 of the Colorado Corporations and Associations Act 7-90-203, et seq. of the Colorado Revised Statutes ("CRS"), and Section 607.1105 of the Florida Business Corporation Act (the "Act"), CPS MERGER CORP., a Colorado corporation f/k/a Colorado Pain Specialists, P.C., Corporation File No. 20031236757 ("Disappearing Corporation") and PAINCARE ACQUISITION COMPANY XVII, INC., a Florida corporation ("Surviving Corporation") adopt the following Articles of Merger hereby adopt the following Plan of Merger ("Plan"):

1. **Merger.** In accordance with the provisions of the Act, Disappearing Corporation shall be merged with and into Surviving Corporation and the separate existence of Disappearing Corporation shall thereupon cease, and Surviving Corporation, shall continue to exist under and be governed by the Act.

2. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes be the Articles of Incorporation of Surviving Corporation, until further amended as permitted by law.

3. **Bylaws.** The Bylaws of Surviving Corporation, in effect immediately prior to the Effective Time, shall, without any changes, be the Bylaws of Surviving Corporation, until further amended as permitted by law.

4. **Directors and Officers.** The directors and officers of Surviving Corporation, in office immediately prior to the Effective Time, shall continue to be the directors and officers of Surviving Corporation after the Merger and shall hold office in accordance with the Articles of Incorporation and the Bylaws of Surviving Corporation.

5. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Time, all of the issued and outstanding shares of Disappearing Corporation will be acquired by Surviving Corporation, by means of a merger into Surviving Corporation. Each share of capital stock of Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to represent one (1) validly issued, fully paid and nonassessable share of capital stock of Surviving Corporation. Each certificate of Surviving Corporation evidencing ownership of any such shares shall, following the Merger, continue to evidence ownership of the same number of shares of stock of Surviving Corporation.

6. **Effect of Merger.** As of the Effective Time, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested with all rights, privileges, immunities, disabilities, and duties, of Disappearing Corporation, as more particularly set forth in the Act.

7. **Plan of Merger on File.** An executed Plan of Merger is on file in the offices of the Surviving Corporation at, 1030 North Orange Avenue, Suite 105, Orlando, Florida 32801, and a copy of such merger plan shall be provided at no cost upon request to any shareholder of the Surviving Corporation or the Disappearing Corporation.

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7. Supplemental Action. If, at any time after the Effective Time, Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by Surviving Corporation to carry out the provisions of the Merger Agreement or this Plan.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the 12 day of April, 2005, as evidence that they agree, accept and adopt this Plan of Merger.

CPS MERGER CORP., a Colorado corporation

By: 

Scott Brandt, M.D., President

PAINCARE ACQUISITION COMPANY XVII,
INC., a Florida corporation

By: 

Name: _____

Title: _____

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