

P94000072934

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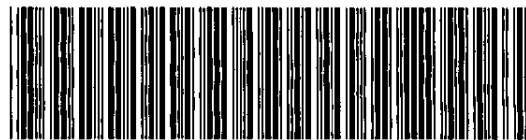
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Biosculptor 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:

LOUIS STINSON, JR.

Contact Person

LOUIS STINSON, JR., PA

Firm/Company

110 MERRICK WAY, SUITE 3A

Address

CORAL GABLES, FL 33134

City/State and Zip Code

LOUIS@STINSONLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LOUIS STINSON, JR.

Name of Contact Person

At (305)

444-8807

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)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BIOSCULPTOR CORPORATION</u>	<u>FLORIDA</u>	<u>P94000072934</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>MARAMED PRECISION</u>	<u>FLORIDA</u>	<u>436559</u>
<u>CORPORATION</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

Third: The Plan of Merger is attached.

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

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on January 1, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 1, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

BIOSCULPTOR

Alan R. Hornstein

ALAN R. FINNIESTON, DIRECTOR

CORPORATION

MARAMED PRECISION

Apr R Grinnell

ALAN R. FINNIESTION, DIRECTOR

CORPORATION

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

BIOSCULPTOR CORPORATION

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

MARAMED PRECISION

FLORIDA

CORPORATION

Third: The terms and conditions of the merger are as follows:

SEE EXHIBIT ATTACHED HERETO

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE EXHIBIT ATTACHED HERETO

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N. A.

OR

Restated articles are attached:

N. A.

Other provisions relating to the merger are as follows:

N. A.

EXHIBIT FOR THIRD AND FOURTH PARAGRAPHS
OF
PLAN OF MERGER BETWEEN
BIOSCULPTOR CORPORATION (SURVIVING CORPORATION)
AND
MARAMED PRECISION CORPORATION (MERGING CORPORATION)

After the Merger effective date:

The Surviving Corporation's name shall be Biosculptor Corporation.

1. The Surviving Corporation's principal place of business shall remain 2480 W 82nd Str., Suite 8, Hialeah, FL 33016, its FEIN shall remain 59-1488791, its Florida Document number shall remain 436559 and its By-laws shall remain as before the Merger effective date.

2. The Director and Officers of the Surviving Corporation shall:

Alan R. Finnieston Director and President

Kaaren L. Finnieston Vice-President, Treasure and Secretary

3. The Surviving Corporation shall assume all the Merging Corporation's liabilities, and be transferred all the Merging Corporation's assets, unless agreed to the contrary.

4. All of the Merging Corporation's outstanding non-voting common shares shall be exchanged for five (5) shares of Surviving Corporation's common shares and all of its voting common shares shall be exchanged for five (5) shares of the Surviving Corporation's common shares. There are no outstanding rights to acquire any of the Merging Corporation's shares.