

G79500

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December 13, 2000

Division of Corporation
409 E. Gainer St.
Tallahassee, Florida 32399

FILED
00 DEC 14 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: CRYOLIFE, INC.
#G79500

Gentlemen:

Enclosed is Amendments to Articles of Incorporation of CRYOLIFE, INC. For filing together with my check for \$ 35.00 filing fee.

Thank you for your help,

Very truly yours,

Ronald D. McCall

Ronald D. McCall

RDM/smp
Enclosed

EFFECTIVE DATE
12-27-00

*G79500
HPS Amend
12-14-00
eff
12-27-00*

Amend

EFFECTIVE DATE
12-27-00

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CRYOLIFE, INC.**

FILED
00 DEC 14 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Department of State,
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.10025 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is CRYOLIFE, INC.
2. The following amendments of the Articles of Incorporation were adopted by the directors of the corporation on the 20th day of November, 2000, in the manner prescribed by the Florida General Corporation Act., Section 607.10025.

Paragraph a (1) of Article V of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted therefor:

ARTICLE V

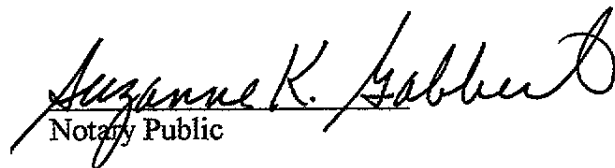
Capital Stock

(A) (1) The number of shares of capital stock authorized to be issued by this corporation shall be Seventy Five Million (75,000,000) shares of common stock, each with a par value of One Cent (\$.01) and Five Million (5,000,000) shares of preferred stock, each with a par value of One Cent (\$.01). The shares of preferred stock may be divided into and issued in series.

3. The amendment of the Articles of Incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series of stock and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division. There is no reduction in the par value of the Common Stock by reason of the Stock Distribution.

COUNTY OF COBB
STATE OF GEORGIA

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared STEVEN G. ANDERSON, as President of CRYOLIFE, INC., to me well known and who acknowledged that he executed the foregoing instrument this 7th day of December, 2000, for the uses and purposes stated.

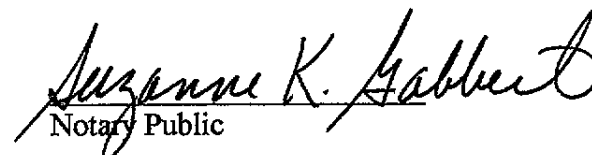

Notary Public

My commission expires:

COUNTY OF COBB
STATE OF GEORGIA

Notary Public, Cobb County, Georgia
My Commission Expires Sept. 13, 2004

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared RONALD D. McCALL, as Secretary of CRYOLIFE, INC., to me well known and who acknowledged that he executed the foregoing instrument this 7th day of December, 2000, for the uses and purposes stated.


Notary Public

My commission expires:

c: d-4
artofinc

Notary Public, Cobb County, Georgia
My Commission Expires Sept. 13, 2004