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REFERENCE: 0171. 1765

DATE: 3-4-98

CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

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SUBJECT: Regeneration Technologies, Inc

FILED
 98 MAR -4 PM 3:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # _____ FOR \$ _____

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 -03/04/98--01049--027
 *****87.50 *****87.50

PLEASE FILE:

- ARTICLES OF INC. AMENDMENT DISSOLUTION ANNUAL REPORT
 QUALIFICATION LIMITED PARTNERSHIP ANNUAL REPORT
 FICTITIOUS NAME LIMITED LIABILITY REINSTATEMENT
 UCC-1 UCC-3

PROVIDE US WITH:

- CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

Examiner's Initials _____

3/4
 Jory
 Amend
 C.C.

RECEIVED
 98 MAR - 3 AM 11:35
 DIVISION OF CORPORATION

FILED
98 MAR -4 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**THIRD ARTICLES OF AMENDMENT
OF
REGENERATION TECHNOLOGIES, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Third Articles of Amendment.

FIRST: The name of the Corporation is "Regeneration Technologies, Inc." The original Articles of Incorporation were filed with the Secretary of the State of Florida on August 21, 1997. Restated Articles of Amendment were filed with the Secretary of the State of Florida on February 10, 1998. Second Restated Articles of Amendment were filed with the Secretary of the State of Florida on February 12, 1998.

SECOND: The text of the Articles of Incorporation as previously amended or supplemented are hereby amended by deleting in its entirety the first paragraph of the Article numbered FOURTH and inserting the following first paragraph of Article FOURTH in lieu thereof:

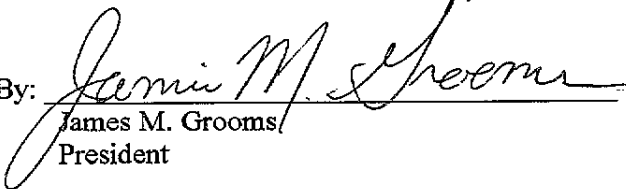
"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 4,000,000 shares of Common Stock, \$.001 par value per share ("*Common Stock*"), (ii) 1,777,348 shares of Class A Preferred Stock, par value \$.001 per share (the "*Class A Preferred Stock*"), and (iii) 748,152 shares of Class B Preferred Stock, \$.001 par value per share (the "*Class B Preferred Stock*"). As used herein the term "*Preferred Stock*" means the Class A Preferred Stock and the Class B Preferred Stock, share-for-share alike and without distinction, except as the context otherwise requires."

THIRD: These Third Articles of Amendment were duly adopted on March 3, 1998 by the Board of Directors in accordance with the Business Corporation Act of the State of Florida.

FOURTH: These Third Articles of Amendment were duly adopted by written consent of the stockholders of the Corporation on March 3, 1998 and by consent of any group of stockholders entitled to vote thereon, in accordance with the applicable provisions of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and these Third Articles of Amendment to be signed by its President this 3rd day of March, 1998.

REGENERATION TECHNOLOGIES, INC.

By: 
James M. Grooms
President