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Florida Department of State
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : AGENTS AND CORPORATIONS, INC
Account Number : I20010000112
Phone : (302) 575-0875
Fax Number : (302) 575-0925

FOREIGN PROFIT QUALIFICATION

ReproTech, Ltd.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

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Corporate Filing

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OFFICE OF FINANCIAL REGULATION**CORPORATE NAME APPROVAL REQUEST**

Pursuant to Section 655.922, Florida Statutes, no person other than a financial institution shall in this state transact business under any name or title that contains the words "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner.

A proposed corporate name should be definitive enough to differentiate the business to be conducted from that of a commercial bank, trust company, savings and loan association, savings bank, or credit union. For example, a mortgage-related business should use the word "mortgage" in its corporate name.

In order for OFR to consider your request for approval to use "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union," or words of similar import, in any context or in any manner in your corporate title, and issue a no objection letter, please provide the following information:

- The corporate name proposed is:

ReproTech CryoBank, Inc.

- The nature of the business to be transacted:

Long Term storage of frozen "cryopreserved" human embryos
and sperm.

- The proposed business will be located at:

4640 N. Federal Highway, Ste. F, Ft. Lauderdale, FL 33308

Street Address

City

State

Zip Code

Telephone

- List the principals involved in the proposed company:

W. Brent Hazelrigg

Russell C. Bierbaum

	Name	Address	Telephone
Contact Person:	Roy A. Sjoberg	Sjoberg & Tebelius 2145 Woodlane Dr., Suite 101 Woodbury, MN 55125	888-221-3438

Return to:

Deputy Director
Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
(850) 410-9111 (850) 410-9548 (fax)

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
04 APR - 7 AM 9:47

Approved
April 5, 2004
Per Kathy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ReproTech, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

ReproTech CryoBank, Inc.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota

(State or country under the law of which it is incorporated)

3. 40-0001428

(FEI number, if applicable)

4. January 18, 2002

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))

7. 1944 Lexington Avenue North, Roseville, Minnesota 55113

(Principal office address)

1944 Lexington Avenue North, Roseville, Minnesota 55113

(Current mailing address)

8. Reproductive Technology - Sperm and Egg Bank

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Agents and Corporations, Inc.

Office Address: Suite E, 773 4th Avenue North

Naples

(City)

, Florida 34102

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Stephanie Hernandez
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Russell C. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

Vice Chairman: Rebecca J. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Russell C. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

Vice President: Rebecca J. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

Secretary: Rebecca J. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

Treasurer: Rebecca J. Bierbaum

Address: 1944 Lexington Avenue North, Roseville, Minnesota 55113

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Russell C. Bierbaum*

(Signature of Director or Officer listed in number 12 of the application)

14. Russell C. Bierbaum

(Typed or printed name and capacity of person signing application)

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State of Minnesota

SECRETARY OF STATE

Certificate of Good Standing

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

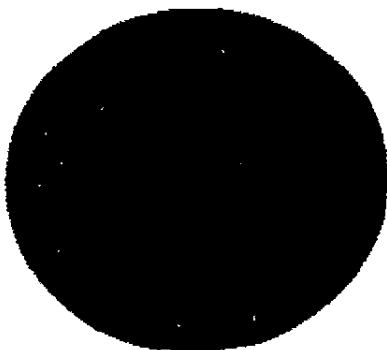
Name: ReproTech, Ltd.

Date Formed: 01/18/2002

Chapter Governed By: 302A

This certificate has been issued on 03/12/04.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



Mary Kiffmeyer
Secretary of State.