

### Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : UCC FILING & SEARCH SERVICES, INC.

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#### FOREIGN PROFIT/NONPROFIT CORPORATION

ViaCell, Inc.

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ViaCell, I	nc.	ASS
	orporation; must include "INCORPORATI orp," "Inc," "Co," or "Corp.")	ED," "COMPANY," "CORPORATION,"
(If name unavails	ble in Florida, enter alternate corporate na	ume adopted for the purpose of transacting business in Florida
Delaware	·	3 04 - 33 44816
State or country	under the law of which it is incorporated)	(FEI number, if applicable)
Septemb	er 2, 1994	5 Perpetual
(Date	of incorporation)	(Duration: Year corp. will cease to exist or "perpetual")
	(Date first transacted busine (SEE SECTIONS 607.1501 & 60	ess in Florida, if prior to registration) 17.1502, F.S., to determine penalty liability)
	(Date first transacted busine (SEE SECTIONS 607.1501 & 60	ess in Florida, if prior to registration) 17.1502, F.S., to determine penalty liability) nbridge, Massachusetts 02142
245 First	(Date first transacted busine (SEE SECTIONS 607.1501 & 60 Street, 15th Floor, Car (Principal office (Current mailing	ass in Florida, if prior to registration) 17.1502, F.S., to determine penalty liability) nbridge, Massachusetts 02142 address) address)
245 First  Comm (Purpose(s	(Date first transacted busine (SEE SECTIONS 607.1501 & 60  Street , 15th Floor, Car  (Principal office  (Current mailing)  (Current mailing)  (Current mailing)	ess in Florida, if prior to registration) 17.1502, F.S., to determine penalty liability) mbridge, Massachusetts 02142 address) address)  solicitation or country to be carried out in state of Florida)
245 First  Comm (Purpose(s	(Date first transacted busine (SEE SECTIONS 607.1501 & 60 Street, 15th Floor, Car (Principal office (Current mailing	ess in Florida, if prior to registration) 17.1502, F.S., to determine penalty liability) mbridge, Massachusetts 02142 address) address)  solicitation or country to be carried out in state of Florida)
Commo (Purpose(s	(Date first transacted busine (SEE SECTIONS 607.1501 & 60  Street, 15th Floor, Car (Principal office  (Current mailing  Cricial Telephone ) of corporation authorized in home state of the address of Florida registered agent:	address)  address)  address)  address)  address)  procountry to be carried out in state of Florida)  (P.O. Box NOT acceptable)

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.

(Registered agent's signature)

<sup>11.</sup> 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:	
A. DIRECTORS	
Chairman: Marc D. Beer	
Address: 245 First Street, 15th Floor, Cambridge Massac	chusetts 02142
Vice Chairman: Steve G. Dance	•
Address: 245 First Street, 15th Floor, Cambridge Massac	chusetts 02142
Director:	70 06
Address:	
Address.	<i>γ</i>
Director:	FLOR
Address:	
B. OFFICERS	
President: Marc D. Beer	
Address: 245 First Street, 15th Floor, Cambridge Massac	chusetts 02142
Vice President: Steve G. Dance	
Address: 245 First Street, 15th Floor, Cambridge Massac	chusetts 02142
Secretary:	
Address:	
Treasurer:	
Address:	
•	
NOTE: If necessary, you may attach an addendum to the application listing additional	officers and/or directors.
13	/ X
(Signature of Director or Officer listed in number 12 of the applic	cation)
14. STEVE DANCE — C-F-0.  (Typed or printed name and capacity of person signing applicated)	tion)

# Delaware

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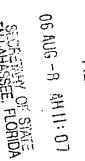
## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIACELL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VIACELL, INC." WAS INCORPORATED ON THE SECOND DAY OF SEPTEMBER, A.D. 1994.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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060742406

Daniel Smile Hinden

AUTHENTICATION: 4959302

DATE: 08-08-06