

Bio-Cell

Insuring your family's Health through Stem cell preservation

PO1000004466

June 4, 2001

Patrick J. Giambalvo, Jr.
Chief Executive Officer
Bio-Cell, Inc.
10286 NW 47th St
Sunrise, Florida 33351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN -7 AM 9:27

Dear Patrick:

500004376045--8


-06/07/01--01097--019

*****35.00 *****35.00

Pursuant to our conversation with regard to Bio-Cell, Inc., I hereby resign as a director and officer of Bio-Cell, Incorporated. I will however, retain my 50% percent ownership interest.

I have enclosed a Florida department of State Officer/Director Resignation form for your review. I will forward all copies to the State of Florida along with the filing fee. Thank you for your time and consideration to this most important matter.

Sincerely,


Adam Kron
President

o/d resign

V. SHEPARD JUN 14 2001



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

OFFICER / DIRECTOR RESIGNATION


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN -7 AM 9:27

I, ADAM KRON, hereby resign as PRESIDENT
(Title)

of BIO-CELL, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation.


(Signature of resigning officer/director)

FILING FEE IS \$35.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314