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Florida Department of State
Division of Corporations
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FILED
02 MAY 13 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 MAY 13 AM 11:30
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TISSUETECH, INC.

Certificate of Status	0
Certified Copy	1
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Share Exchange
[Handwritten signatures]

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ARTICLES OF SHARE EXCHANGE
 OF
 TISSUETECH, INC.
 (a Florida corporation)
 AND
 BIO-TISSUE, INC.
 (a Florida corporation)

FILED
 02 MAY 13 PM 12:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The following Articles of Share Exchange are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

FIRST: The names of the corporations proposing to exchange shares are TissueTech, Inc., a Florida corporation, and Bio-Tissue, Inc., a Florida corporation.

SECOND: The name of the acquiring corporation is TissueTech, Inc., a Florida corporation ("TissueTech").

THIRD: The Plan of Share Exchange is attached hereto as Exhibit A.

FOURTH: The share exchange shall become effective on the date the Articles of Share Exchange are filed with the Florida Department of State.

FIFTH: The Plan of Share Exchange was adopted by written consent of the board of directors and shareholders of TissueTech as of April 1, 2002.

SIXTH: The Plan of Share Exchange was adopted by written consent of the board of directors and shareholders of the Bio-Tissue as of April 1, 2002.

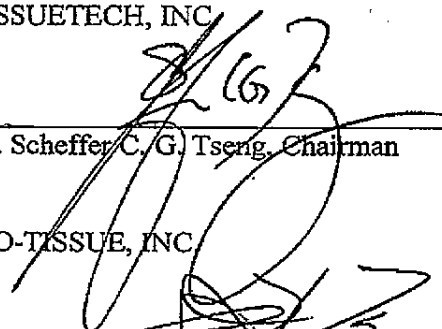
These Articles of Share Exchange may be executed in one or more counterparts, each of which shall constitute an original and all of which when together shall constitute one and the same instrument.

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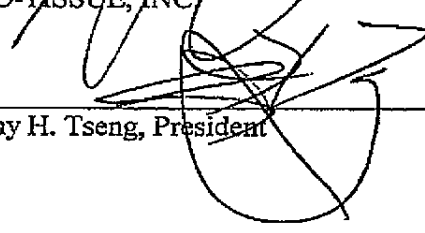
IN WITNESS WHEREOF, the undersigned have executed these Articles of Share Exchange on the 1st day of April, 2002.

TISSUETECH, INC



Dr. Scheffer C. G. Tseng, Chairman

BIO-TISSUE, INC



Amy H. Tseng, President

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EXHIBIT A
PLAN OF SHARE EXCHANGE
OF
TISSUETECH, INC.
(a Florida corporation)
AND
BIO-TISSUE, INC.
(a Florida corporation)

The following Plan of Share Exchange is submitted in compliance with Section 607.1102, F.S.

FIRST: The names of the corporations proposing to exchange shares are TissueTech, Inc., a Florida corporation, and Bio-Tissue, Inc., a Florida corporation.

SECOND: The name of the corporation acquiring shares is TissueTech, Inc., a Florida corporation ("TissueTech").

THIRD: The name of the corporation the shares are being acquired of is Bio-Tissue, Inc., a Florida corporation ("Bio-Tissue").

FOURTH: The manner and basis of exchanging the shares to be acquired for shares, obligations, or other securities of Bio-Tissue or any other corporation or, in whole or in part, into cash or other property and the manner and basis of exchanging rights to acquire shares of the corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective time of the share exchange, each share of common stock of Bio-Tissue issued and outstanding as of the effective time shall be exchanged for one (1) share of TissueTech.
2. At the effective time of the share exchange, all the issued and outstanding stock of Bio-Tissue shall be owned by TissueTech, making Bio-Tissue a wholly-owned subsidiary of TissueTech.

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