

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via _____

Matter No. Express Mail No. _____

State Fee \$ Our \$ _____

RE: United States Cryobanks

Florida, Inc.

G.C. FEE. DISBURSED

Capital Express™

Art of Inc. File

Corp. Record Search

Ltd. Partnership File

Defect Corp.

() Cert. (s)

Art. Amend. File

Dissolution/Withdrawal

C.U.S.

Fictitious Name File

Name Reservation

Annual Report/Restatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No. Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep

FAX () pgs

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

WALK-IN
 Will Pick Up 3-13 1200



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

CAPITAL CONNECTION, INC. •
417 E. VIRGINIA ST.
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: UNITED STATES CRYOBANKS OF FLORIDA, INC.
Ref. Number: W95000005532

We have received your document for UNITED STATES CRYOBANKS OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1410.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 195A00011087



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

RECEIVED
MAR 17 1985

March 16, 1985

Edward M. Livingston, P.A.
Law Offices
Post Office Box 1599
Winter Park, Florida 32780

Dear Mr. Livingston:

Re: "United States Cryobanks of Florida, Inc."

Your letter of March 13, 1985, requests approval for use of the above-referenced name.

It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name.

Sincerely,

A handwritten signature in dark ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

ARTICLES OF INCORPORATION
OF

UNITED STATES CRYOBANKS OF FLORIDA, INC.

FILED
95 MAR 17 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be: **UNITED STATES CRYOBANKS
OF FLORIDA, INC.**

The address of the Corporation shall be:

c/o Edward M. Livingston, Esq.
P.O. Box 1599
Winter Park, FL 32790

ARTICLE II - DURATION

This corporation shall exist in perpetuity as provided for in *Florida Statutes*, Chapter 607.

ARTICLE III - PURPOSE

This corporation is organized to conduct any and all lawful business or act in any manner lawful under the laws of the United States and the State of Florida, including *Florida Statutes*, Chapter 607 (1976), generally known as The Florida General Corporation Act or any other statute of the State of Florida not inconsistent with *Florida Statutes*, Chapter 607 (1976).

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 100,000 shares of Common Stock with \$.01 par value per share.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

ARTICLE VI - PREEMPTIVE RIGHTS

Shareholders shall have no preemptive rights.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 628 Ellen Drive, P.O. Box 1599, Winter Park, Florida 32790, and the name of the initial registered agent is EDWARD M. LIVINGSTON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Dwight C. Brunochler	150 Nottoway Trail Maitland, FL 32751
Dr. Joseph Feldschuh	350 Fifth Ave., Suite 7120 New York, NY 10118
Susan Lanis	150 Nottoway Trail Maitland, FL 32751
Dr. Edward S. Guindi	661 E. Altamonte Dr., Suite 326 Altamonte Springs, FL 32701
Dr. N. Donald Diebel	1150 Via Lugano Winter Park, FL 32789
Dr. Jonathan S. Dorn	330 Evandale Rd. Lake Mary, FL 32746

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

NAME

STREET ADDRESS

Edward M. Livingston

628 Ellen Drive
Winter Park, Florida 32789

ARTICLE IX - BY-LAWS

The shareholders or the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or appealed by the shareholders or the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 10th day of March, 1995.


Edward M. Livingston

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the
State and County set forth above, personally appeared EDWARD M.
LIVINGSTON personally known to me and known by me to be the person who
executed the foregoing Articles of Incorporation and he acknowledged before me
that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State
and County aforesaid, this 10th day of March, 1995.



Notary Public
My Commission Expires



MELODY A. ORTH
My Commission CG322302
Expires Sep. 27, 1997
Bonded by HAI
800-422-1555

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for: UNITED STATES
CRYOBANKS OF FLORIDA, INC. at the place designated in the foregoing
Articles of Incorporation, I hereby agree to act
in this capacity, and I further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.


EDWARD M. LIVINGSTON
DATE: March 10, 1995

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32302 (904) 222-6870
 Mailing Address: Post Office Box 16349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

P9500021718
 RE: Registered States Cryobank
95 DEC 13 AM 10:02
Florida, Inc

DIVISION OF CORPORATION	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

95 DEC 13 AM 11:47
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

*Amend
 12/13
 PEG*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>PAK</u>	_____	_____	_____

WALK-IN Will Pick Up 12-13 1200

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
UNITED STATES CRYOBANKS OF FLORIDA, INC.**

We, the undersigned, being the president and secretary of **UNITED STATES CRYOBANKS OF FLORIDA, INC.**, a Florida corporation, hereby certify that the following amendment to the Articles of Incorporation was duly adopted in accordance with Article X of the Articles of Incorporation by the board of directors at a meeting duly held on the 15th day of September, 1995, and was duly adopted by the directors and majority shareholders at a meeting duly held on the 15th day of September, 1995 and the number of votes cast for the amendment by the shareholders was sufficient for approval:

AMENDMENT

1. Subparagraph 1 of Article IV, entitled "Capital Stock", is hereby amended to read as follows:

"The authorized capital stock of this corporation shall consist of 900,000 shares of common stock with \$.01 par value per share."

The remainder of Article IV shall remain the same.

2. The foregoing amendment to the Articles of Incorporation does not adversely effect the rights of preferences of the holders of outstanding shares of common stock and does not result in the percentage of authorized shares that remain

FILED
95 DEC 13 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

unissued after the division exceeding the percentage of authorized shares that was unissued before the division.

3. In all other respects, the Articles of Incorporation shall remain as they were prior to this amendment being adopted.

IN WITNESS WHEREOF, we, the undersigned have executed these Articles of Amendment, this 6 day of December, 1995.

UNITED STATES CRYOBANKS OF
FLORIDA, INC., a Florida
corporation (SEAL)

By: [Signature]
Dwight C. Brunoehler, President

Attest:

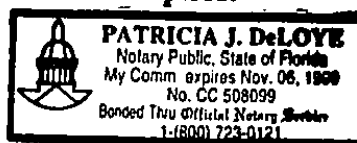
By: [Signature]
Susan Lanius, Secretary

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 6th day of December, 1995, by Dwight C. Brunoehler and Susan Lanius, President and Secretary, respectively of UNITED STATES CRYOBANKS OF FLORIDA, INC., a Florida corporation, on behalf of the corporation.

[Signature]
Notary Public, State of Florida
My Commission Expires:

2



LAW OFFICES
EDWARD M. LIVINGSTON, P. A.

ONE EILEEN DRIVE
POST OFFICE BOX 1800
WINTER PARK, FLORIDA 32789

PATENT, TRADEMARK, COPYRIGHT
BUSINESS LAW

(407) 680-1145
1-800-530-4018 (IN FL)
FAX (407) 680-1088

P95000021718

August 7, 1997

Corporate Record Bureau
Division of Corporations
Department of State
409 E. Gaines St.
The Old Jail
Tallahassee, FL 32301

Re: **UNITED STATES CRYOBANKS OF FLORIDA, INC. and
UNITED STATES CENTER FOR CORD BLOOD, INC.**
Our File No.: 97-3998

Dear Sir/Madam:

300002268773--2
-08/15/97--01104--005
****122.50 ****122.50

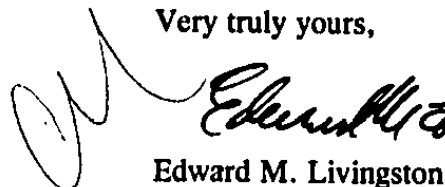
Enclosed please find an original and one copy of the Articles of Merger between
United States Cryobanks of Florida, Inc. (Surviving Corporation) and United States Center
for Cord Blood, Inc. (Absorbed Corporation), together with our firm's check in the
amount of \$122.50 which represents:

Filing Fee (\$35.00 for each corp.)	\$70.00
Certified Copy	52.50
Total:	\$122.50

Please file these Articles and return a certified copy to the above-indicated address.
A pre-addressed, stamped envelope is enclosed herewith for your administrative
convenience.

Should you have any questions or require any further documentation, please do not
hesitate to contact this office. Thank you.

Very truly yours,


Edward M. Livingston

EML/mao

Enclosures- Articles of Merger (original & 1 copy); Check; and Envelope

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 SEP -5 AM 10:17
FILED

mao
11/2/97
95-97
**Cert copy*

LAW OFFICES
EDWARD M. LIVINGSTON, P. A.
ONE ELLEN DRIVE
POST OFFICE BOX 1890
WINTER PARK, FLORIDA 32790

PATENTS, TRADEMARKS, COPYRIGHTS
& BUSINESS LAW

(407) 620-4545
1-800-543-4008 (IN FL)
FAX (407) 645-1988

September 3, 1997

Corporate Record Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Attn: Carol Mustain, Corporate Specialists
Re: UNITED STATES CRYOBANKS OF FLORIDA, INC. and
UNITED STATES CENTER FOR CORD BLOOD, INC.
Your Reference No.: P95000021718
Letter Number: 997A00043197
Our File No.: 97-3998

Dear Ms. Mustain:

Pursuant to your above-referenced letter (copy enclosed), enclosed please find an original and one copy of the corrected Articles of Merger between United States Cryobanks of Florida, Inc. (Surviving Corporation) and United States Center for Cord Blood, Inc. (Absorbed Corporation), with a copy of the Plan of Merger attached thereto.

Please file these Articles and return a certified copy to the above-indicated address. A pre-addressed, stamped envelope is enclosed herewith for your administrative convenience.

Should you have any questions or require any further documentation, please do not hesitate to contact this office. Thank you.

Very truly yours,



Edward M. Livingston

EML/mao

Enclosures- Copy of Letter No. 997A00043197; Articles of Merger (original & 1 copy)
with copy of Plan of Merger attached; and Envelope



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 27, 1997

EDWARD M. LIVINGSTON, P.A.
P.O. BOX 1599
WINTER PARK, FL 32790

SUBJECT: UNITED STATES CRYOBANKS OF FLORIDA, INC.
Ref. Number: P95000021718

We have received your document for UNITED STATES CRYOBANKS OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00043197

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

**UNITED STATES CENTER FOR CORD BLOOD, INC., a Florida corporation,
document number P9600007160**

INTO

**UNITED STATES CRYOBANKS OF FLORIDA, INC., a Florida corporation,
P95000021718**

File date: September 5, 1997

Corporate Specialist: Carol Mustain

ARTICLES OF MERGER BETWEEN
UNITED STATES CRYOBANKS OF FLORIDA, INC.
(SURVIVING CORPORATION)
AND
UNITED STATES CENTER FOR CORD BLOOD, INC.
(ABSORBED CORPORATION)

Pursuant to Section 607.1101 *et seq.* of the Florida General Corporation Act the above corporations say as follows:

1. The undersigned corporations being validly and legally formed in the laws of the State of Florida have adopted a Plan of Merger, a copy of which is attached to these Articles of Merger.

2. The name of the Surviving Corporation is UNITED STATES CRYOBANKS OF FLORIDA, INC.

3. The plan of Merger of the undersigned corporations was adopted pursuant to Section 607.1103 of the Florida Statutes.

4. The plan of merger is effective July 1, 1997.

5. No changes in the Articles of Incorporation of the surviving corporation have been made.

6. The Plan of Merger was approved by the Board of Directors on May 21, 1997 and adopted by the written consent of the majority Shareholders of both of the undersigned corporations on August 5, 1997.

Surviving Corporation:

UNITED STATES CRYOBANKS OF
FLORIDA, INC. (Seal)

Dated: 9-2-97

By: 
Dwight Brunoehler, President

97 SEP -5 PM 10:17
RECEIVED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Absorbed Corporation:

UNITED STATES CENTER FOR
CORD BLOOD, INC.

(Seal)

Dated:

Sept. 3, 97

By:

Dwight Brunoehler, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **DWIGHT BRUNOEHLER**, as president of **UNITED STATES CRYOBANKS OF FLORIDA, INC.**, who is personally known to me; or ___ who produced ___ as identification; and who is to me known to be the person described in and who did take an oath.

WITNESS my hand and official seal this 3rd day of September, A.D. 1997.

Melody A. Orth
Notary Public

My Commission Expires:



MELODY A. ORTH
My Commission CC322302
Expires Sep. 27, 1997
Bonded by HAI
800-422-1566

STATE OF FLORIDA)
COUNTY OF ORANGE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments,

personally appeared **DWIGHT BRUNOEHLER**, as president of **UNITED STATES CENTER FOR CORD BLOOD, INC.**, ☒ who is personally known to me; or ___ who produced _____ as identification; and who is to me known to be the person described in and who did take an oath.

WITNESS my hand and official seal this 3rd day of September, A.D. 1997.

Melody A. Orth
Notary Public
My Commission Expires:



MELODY A ORTH
My Commission CC322302
Expires Sep. 27, 1997
Bonded by MAI
800-488-1588

PLAN OF MERGER

This Plan of Merger is dated this, 29th day of July, 1997, by and between UNITED STATES CRYOBANKS OF FLORIDA, INC., hereinafter sometimes referred to as the "Surviving Corporation,"; and UNITED STATES CENTER FOR CORD BLOOD, INC., hereinafter sometimes referred to as the "Absorbed Corporation".

RECITALS

A. UNITED STATES CRYOBANKS OF FLORIDA, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 270 S. Northlake Blvd., Suite 1012, Altamonte Springs, Florida 32701;

B. Said Surviving Corporation has a capitalization of 900,000 authorized shares of \$.01 par value common stock of which 702,102 shares are issued and outstanding;

C. UNITED STATES CENTER FOR CORD BLOOD, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 270 S. Northlake Blvd., Suite 1012, Altamonte Springs, Florida 32701;

D. Said Absorbed Corporation has a capitalization of 2,000,000 authorized shares of \$.01 par value common stock of which 1,587,460 shares are issued and outstanding;

E. The Board of Directors of the constituent corporations deem it desirable and in the best interest of the corporations and stockholders that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Section 607.1101 *et seq.* of the Florida General Corporation Act as amended in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1954, as amended.

Now therefore in consideration of mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. UNITED STATES CENTER FOR CORD BLOOD, INC. shall merge with and into UNITED STATES CRYOBANKS OF FLORIDA, INC. which shall be the Surviving Corporation.

2. Terms and Conditions. On the date chosen to be effective for the merger, the separate existence of the Absorbed Corporation shall have ceased and the Surviving Corporation shall succeed to all the rights, privileges, annuities and franchises and all the property, real, personal and mixed of the Absorbed Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation. Neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

3. Merger of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving Corporation are as follows:

(a) Each shareholder who actually paid in capital for his or her common stock in the Absorbed Corporation shall receive one share of common stock in the Surviving Corporation for every \$10.00 of paid in capital in the Absorbed Corporation (i.e., $\text{Number of Shares to be Issued in Surviving Corporation} = \text{Total Paid in Capital}/10$). Other shareholders who did not pay in capital for the shares of common stock in the Absorbed Corporation shall receive common shares in the Surviving Corporation on a conversion basis of one cent for each share of common stock of the merged corporation owned and for every ten dollars of each conversion sum each of said shareholders shall receive one share of common stock in the Surviving Corporation (i.e., $\text{Number of Shares to be Issued in Surviving Corporation} = \text{Number of Shares in Absorbed Corporation} \times .01/10$). In no event shall a fraction of shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the Absorbed Corporation would otherwise be entitled as a result of the conversion, the holder shall be issued a whole share for a fractional share to which the holder may be entitled. The shares of common stock issued to shareholders in the Surviving Corporation shall be in addition to shares each shareholder already owns in the Surviving Corporation.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue in exchange therefore certificates for shares of common stock in the Surviving Corporation, representing the number of shares of such stock to which such holders are entitled to as provided above.

(c) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stock holder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid before the effective date of the merger and the issuance to such stockholder of the certificate for his or her shares in the Surviving Corporation.

4. Changes in Articles of Incorporation. The current Articles of Incorporation of the Surviving Corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

5. Changes in By-Laws. The current By-Laws of the Surviving Corporation shall continue to be its By-Laws following the effective date of the merger.

6. Directors and Officers. The current Directors and Officers of the Surviving Corporation shall continue as the Directors and Officers of the Surviving Corporation as of the effective date of the merger.

7. Prohibited Transactions. Neither of the corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than the ordinary course of business and take all action necessary or appropriate in laws of the State of Florida to consummate this merger.

8. Approval By Stockholders. This plan of merger shall be submitted for the approval of the stockholders of the corporation in the manner provided by the applicable laws of the State of Florida at such time as to which the Board of Directors of the corporation may agree.

9. Effective Date of Merger. The effective date of this merger shall be July 1, 1997.

10. Abandonment of Merger. This Plan of Merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date thereof on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before August 31, 1997; or

(b) If, in the judgment of the Board of Directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

11. Execution of Agreement. This plan of merger may be executed in any number of counterparts and any such counterpart shall constitute an original instrument.

This plan has been executed on behalf of the parties by their officers, sealed with their corporate seals and attested by their respective secretaries pursuant to the authorization of their respective Board of Directors on the date first above written.

Surviving Corporation
UNITED STATES CRYOBANKS OF FLORIDA, INC.
a Florida Corporation

By: 
Dwight Brunoehler, President

Attest: 
Robert M. Graveley, Secretary

Absorbed Corporation
UNITED STATES CENTER FOR CORD BLOOD, INC.

By: 
Dwight Brunoehler, President

Attest: 
Archie R. Traynor, Secretary