

EDWARD M. LIVINGSTON, P. A.

WINTER PARK, FLORIDA 32790

(407) 629-1545
1-800-528-4332 (IN FL)
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August 7, 1997

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


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

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Envelopes, please do not

Very truly yours,

 Edward M. Livingston

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

LAW OFFICES
EDWARD M. LIVINGSTON, P. A.
628 ELLEN DRIVE
POST OFFICE BOX 1599
WINTER PARK, FLORIDA 32790

PATENTS, TRADEMARKS, COPYRIGHTS
& BUSINESS LAW

(407) 629-4545
1-800-548-4332 (IN FL)
FAX (407) 645-1922

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: 9-3-97

By: [Signature]
Dwight Brunoehler, President

Absorbed Corporation:

UNITED STATES CENTER FOR
CORD BLOOD, INC.

(Seal)

Dated: 2nd 3-97

By: [Signature]

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.

[Signature]

Notary Public

My Commission Expires:



MELODY A ORTH
My Commission CC322302
Expires Sep. 27, 1997
Bonded by HAI
800-422-1555

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 HAI
800-422-1555

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:

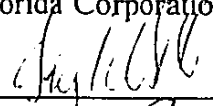
(a) If the merger is not approved by the stockholders of either the Surviving or the Absorbed Corporation on or before August 31, 1997; or

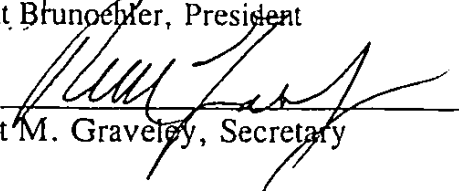
(b) If, in the judgment of the Board of Directors of either the Surviving or the Absorbed Corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

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.

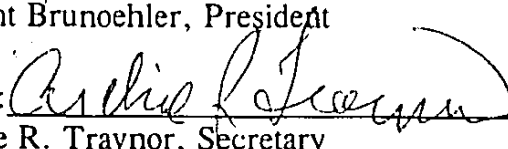
Surviving Corporation
UNITED STATES CRYOBANKS OF FLORIDA, INC.
a Florida Corporation

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