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1/23/96 FLORIDA DIVISION OF CORPORATIONS 3:18 PM
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TO: DIVISION OF CORPORATIONS FROM: HOLLAND & KNIGHT
DEPARTMENT OF STATE 200 S ORANGE AVE
STATE OF FLORIDA SUITE 2600
409 EAST GAINES STREET ORLANDO FL 32801-0000
TALLAHASSEE, FL 32399 CONTACT: KATHY S HEWNER
PHONE: (407) 425-8500
FAX: (904) 922-4000 FAX: (407) 244-5288

(((H96000001114))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: UNITED STATES CENTER FOR CORD BLOOD, INC.
FAX AUDIT NUMBER: H96000001114 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/23/1996 TIME REQUESTED: 15:18:31
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075350000340

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95 JAN 23 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
55 JAN 23 PM 4:23

H96000001114

**ARTICLES OF INCORPORATION
OF
UNITED STATES CENTER FOR CORD BLOOD, INC.**

The undersigned, acting as incorporator of United States Center for Cord Blood, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

United States Center for Cord Blood, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address shall be:

270 S. North Lake Boulevard
Altamonte Springs, Florida 32701

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. CAPITAL STOCK

This corporation shall be authorized to issue two classes of stock: Class A Voting Common and Class B Non-Voting Common. Said classes of stock shall be identical in all respects except that shareholders owning Class B Non-Voting Common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

This instrument prepared by:
Louis T. M. Conti, Florida Bar No. 348608
Holland & Knight, Post Office Box 1826
Orlando, Florida 32802 407/425-8500

FILED
95 JUN 23 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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	Par. Value	Authorized
Class A Voting Common	\$.01 per share	1,000,000
Class B Non-Voting Common	\$.01 per share	1,000,000

ARTICLE VI. DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of directors.

ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Dwight Brunoehler, 270 S. North Lake Boulevard, Altamonte Springs, Florida 32701.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

Name	Address
Dwight C. Brunoehler	150 Nottoway Trail Maitland, FL 32751
Jonathan S. Dorn	330 Evansdale Rd. Lake Mary, FL 32746
N. Donald Diebel	1150 Via Lugano Winter Park, FL 32789

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ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Louis T. M. Conti	200 South Orange Avenue Suite 2600 Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

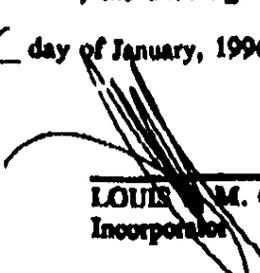
ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders

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of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of January, 1996.



LOUIS M. CONTI
Incorporator

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**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

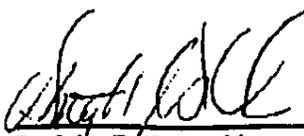
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That United States Center for Cord Blood, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 270 S. North Lake Boulevard, City of Altamonte Springs, County of Orange, State of Florida 32789, has named Dwight C. Brunoehler, located at 270 S. North Lake Boulevard, City of Altamonte Springs, County of Orange, State of Florida 32789, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: 1-23-96


Dwight C. Brunoehler
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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9/16/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

11:59 AM

((H96000012894 7)))

TO: DIVISION OF CORPORATIONS
FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
PHONE: (407)425-8500

FAX #: (904)922-4000
ACCT#: 075350000340
FAX #: (407)244-5288

NAME: UNITED STATES CENTER FOR CORD BLOOD, INC.
AUDIT NUMBER.....H96000012894
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$55.00

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Please also get a certified copy, and
deduct an amount of 52.50 from our
deposit account

FILED
96 SEP 16 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 16 PM 1:33

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
UNITED STATES CENTER FOR CORD BLOOD, INC.**

FILED
96 SEP 16 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, United States Center for Cord Blood, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is United States Center for Cord Blood, Inc.

SECOND: Article V of the Articles of Incorporation shall be amended in its entirety to read as follows:

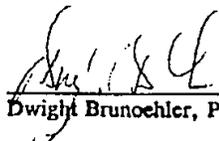
ARTICLE V. CAPITAL STOCK

This corporation shall be authorized to issue 2,000,000 shares of voting Common Stock, par value \$0.01 per share. Each share of Class A Voting Common Stock and each share of Class B Non-Voting Common Stock that is issued and outstanding at the time these Articles of Incorporation are amended hereby shall be automatically converted into one (1) share of Common Stock.

THIRD: The amendment was duly adopted by the Board of Directors on August 29, 1996. The amendment was duly adopted by holders of Class A Voting Common Stock on September 16, 1996, and by holders of Class B Non-Voting Common Stock on September 16, 1996.

FIFTH: Holders of Class A Voting Common Stock and holders of Class B Non-Voting Common Stock were entitled to vote separately on the amendment. The number of votes cast for the amendment by holders of Class A Voting Common Stock was sufficient for approval and the number of votes cast for the amendment by holders of Class B Non-Voting Common Stock was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of September 16, 1996.



Dwight Brunoehler, President

This instrument prepared by:
Thomas M. McAloney
Florida Bar No. 0009067
Holland & Knight
Post Office Box 1526
Orlando, Florida 32802
407 / 425-8500

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9.16.96 (MON)

FROM HOLLAND & KNIGHT ORLANDO 407-244-5288

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**ARTICLES OF MERGER
Merger Sheet**

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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