

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
FAX

800-342-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 105120 4809160

AUTHORIZATION :

Patricia Pizzit

COST LIMIT : \$ 70.00

ORDER DATE : October 1, 1996

ORDER TIME : 2:40 PM

ORDER NO. : 105120

CUSTOMER NO: 4809160

600001962486

CUSTOMER: Christine A. Kohn, Esq
ROBBINS, SALOMON & PATT

25 East Washington Street
Suite 1000
Chicago, IL 60602

DOMESTIC FILING

NAME: CHR-FLORIDA CRYOBANK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*W-20832
10-2 KR
10-9-96*

FILED
96 OCT -2 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -2 AM 10:01
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 2, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CHR-FLORIDA CRYOBANK, INC.
Ref. Number: W96000020832

RESUBMIT
Please give original
submission date as file date.

We have received your document for CHR-FLORIDA CRYOBANK, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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) 488-1111.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00045121

RECEIVED
96 OCT -8 PM 3:42
DIVISION OF CORPORATIONS

Fax: 904-921-2365

Oct 8 '96 14:37 P.02/02



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

FILED
96 OCT -2 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 7, 1996

Christine A. Kohn, Esq.
Robbins, Salomon & Patt, Ltd.
Attorneys at Law
28 East Washington Street
Suite 1000
Chicago, IL 60602

Dear Ms. Kohn:

Re: "CHR - Florida Cryobank, Inc."

Thank you for your recent letter requesting 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 name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
Suite 936, The Fletcher Building
Tallahassee, FL 32399-0350
(904) 495-1111

:kr

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

ARTICLES OF INCORPORATION
OF
CHR-FLORIDA CRYOBANK, INC.

FILED
96 OCT -2 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CHR-FLORIDA CRYOBANK, INC.

The address of the principal office of this corporation shall be 2454 McMullen Booth Road, Suite 601, Clearwater, Florida 34619, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Norbert Gleicher	750 North Orleans Street
Dir./Pres./Sec./Treas.	Chicago, Illinois 60610

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on October 1, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap

Its Agent, Laura R. Dunlap

CLD/das

FILED
96 OCT -2 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"**1. Provisions for the Regulation of the Corporation's affairs**

In accordance with the terms of the Management Services Agreement between The Center for Human Reproduction - Florida, Inc. ("Corporation") and GynCor, Inc. ("GynCor"), the Corporation shall not, without GynCor's prior authorization or approval:

- (a) cause, permit, or propose any amend the Corporation's Certificate of Incorporation or By-Laws;
- (b) enter into any partnership agreement, joint venture, reorganization, merger, consolidation, complete liquidation, or dissolution, regardless of whether the Corporation would be the surviving entity of such transaction;
- (c) enter into any contract, agreement, or understanding with any person or entity, whether oral or written, with any person or entity, including without limitation, any modification, amendment, or supplement to any employment agreement or any lease of personal or real property;
- (d) incur any indebtedness or expense, or guarantee any indebtedness or expense;
- (e) commence any litigation or similar proceeding against any person or entity other than in connection with the defense of any claim arising out of the provision of medical services by a physician, provided that the Corporation shall consult with GynCor before filing any such action;
- (f) increase the salary, bonus, bonus structure, employee benefit, or fringe benefit package of any physician or non-physician health care personnel employed by the Corporation, or adopt any other compensation or benefit plan;
- (g) sell, lease, license, encumber, or otherwise dispose of any properties or assets of the Corporation other than in the ordinary course of business;
- (h) establish any depository, money market, investment, or other account at a bank or other financial institution unless concurrently therewith the Corporation grants GynCor a power of attorney;
- (i) revalue any of the Corporation's assets, including without limitation writing down the value of inventory or writing off notes or accounts receivable;
- (j) make or change any election in respect of any federal, state, county, or municipal tax or assessment, adopt or change any accounting method in respect of any such taxes, file any tax return or any amendment to a tax return, enter into any closing agreement, settle any claim or assessment in respect of any taxes, or consent to any extension or waiver of the limitation period

applicable to any claim or assessment in respect of taxes;

(k) file a petition commencing a voluntary case under Section 301 of Title 11 of the United States Code or commence a case or proceeding under any other similar federal or state law for the relief of debtors seeking the adjustment, restructuring or discharge of the debts of the Corporation or the liquidation of the Corporation, including without limitation, the making by the Corporation of an assignment for the benefit of creditors, or the taking of any corporate action by Practice in furtherance of or to facilitate, conditionally or otherwise, any of the foregoing;

(l) consent, fail to timely object to the entry of, or fail to seek the stay and dismissal of, an order or relief relating to any petition commencing an involuntary case under Section 303 of Title 11 of the United States Code or commencing a case or proceeding under any other similar federal or state law for the relief of debtors against the Corporation which seeks the adjustment, restructuring or discharge of the debts of the Corporation, or the liquidation of the Corporation; and

(m) otherwise take any action that would impair or interfere with GynCor's ability to present the financial statements of GynCor and the Corporation on a consolidated basis in accordance with GAAP and the accounting rules of the Securities and Exchange Commission.

2. Cumulative Voting

Cumulative voting is eliminated in all circumstances.

3. Corporate Purpose:

The Corporation is organized to provide medical and health related services through physicians duly licensed to practice medicine and to engage in any lawful activity related to the delivery of health care services for which Corporations may be formed under Florida law.