

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000132911 3)))



H110001329113ABCT

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850)617-6380

Please file after

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850)222-1092
 Fax Number : (850)878-5358

H11-132907

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
CRYOLIFE ACQUISITION CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

RECEIVED

11 MAY 16 AM 8:06

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

11 MAY 16 PM 1:30

Electronic Filing Menu

Corporate Filing Menu

Help

Merger
5/17/11
[Signature]

**ARTICLES OF MERGER
OF
CARDIOGENESIS CORPORATION
WITH AND INTO
CRYOLIFE ACQUISITION CORPORATION**

The following articles of merger are submitted in accordance with Section 607.1109 of the Florida Business Corporation Act.

ONE

The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

<u>Name:</u>	<u>Jurisdiction:</u>
CryoLife Acquisition Corporation	Florida

TWO

The name and jurisdiction of the merging corporation (the "Merging Corporation") is:

<u>Name:</u>	<u>Jurisdiction:</u>
Cardiogenesis Corporation	California

THREE

The Agreement and Plan of Merger entered into by and between the Surviving Corporation and the Merging Corporation is attached hereto as Exhibit "A" (the "Plan of Merger").

FOUR

The merger shall become effective at 12:02 a.m. on May 17, 2011.

FIVE

The Plan of Merger was approved and adopted by the board of directors and shareholders of the Surviving Corporation in accordance with the applicable provisions of the Florida Business Corporation Act dated May 17, 2011.

SIX

The Plan of Merger was approved and adopted by the board of directors and shareholders of the Merging Corporation in accordance with the applicable laws of its state of incorporation dated May 17, 2011.

(signatures on following page)

IN WITNESS WHEREOF, these Articles of Merger are hereby executed and adopted by each of the undersigned by its duly authorized representative as of the 17th day of May, 2011. These Articles of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

CARDIOGENESIS CORPORATION
a California corporation


Steven G. Anderson, Chief Executive Officer

CRYOLIFE ACQUISITION CORPORATION
a Florida corporation



D. Ashley Lee, Executive Vice President, Chief
Operating Officer, and Chief Financial Officer

Exhibit A
Agreement and Plan of Merger

[see attached]

**AGREEMENT AND PLAN OF MERGER
OF
CARDIOGENESIS CORPORATION
WITH AND INTO
CRYOLIFE ACQUISITION CORPORATION**

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated May 17, 2011, is made and entered into by and between CARDIOGENESIS CORPORATION, a California corporation and CRYOLIFE ACQUISITION CORPORATION, a Florida corporation.

WITNESSETH:

WHEREAS, the parties hereto have determined that it would be in the best interest of Cardiogenesis Corporation and CryoLife Acquisition Corporation for Cardiogenesis Corporation to be merged with and into CryoLife Acquisition Corporation.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

I. NAME OF EACH ENTITY

The names of the parties planning to merge are Cardiogenesis Corporation, a California corporation, and CryoLife Acquisition Corporation, a Florida corporation.

II. MERGER

Cardiogenesis Corporation and CryoLife Acquisition Corporation shall, pursuant to the provisions of the California General Corporations Law (the "California Law") and the Florida Business Corporation Act (the "Florida Act"), be merged (the "Merger") with and into a single corporation, to wit, CryoLife Acquisition Corporation, which shall be the surviving entity when the merger takes effect (the "Effective Time") and which is sometimes hereinafter referred to as the "Surviving Corporation." The separate existence of Cardiogenesis Corporation, which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease as of the Effective Time of the Merger in accordance with the provisions of the California Law and the Florida Act.

III. NAME CHANGE

From and after the Effective Time of the Merger, the Surviving Corporation shall continue to exist under the name "Cardiogenesis Corporation" pursuant to the provisions of the Florida Act.

IV. ARTICLES OF INCORPORATION

The Articles of Incorporation of the Surviving Corporation (the "Articles of Incorporation") as in effect immediately before the Effective Time of the Merger, as amended as set forth in the following paragraph, shall be the Articles of Incorporation of the Surviving Corporation and shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Articles of Incorporation.

The Articles of Organization shall be amended as of the Effective Time of the Merger as follows:

Article First of the articles of incorporation of the Surviving Corporation is hereby deleted in its entirety and the following is substituted in lieu thereof:

"FIRST: The corporate name for the corporation (the "Corporation") is Cardiogenesis Corporation."

V. MANNER OF CONVERSION OF SHARES

The capital stock of the Terminating Corporation existing immediately prior to the Effective Date shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but such capital stock shall be extinguished as of the effectiveness of the Merger. The issued and outstanding shares of capital stock of the Surviving Corporation immediately prior to the Effective Date shall not be converted or exchanged in any manner, but all such shares shall continue to represent issued and outstanding shares of the Surviving Corporation.

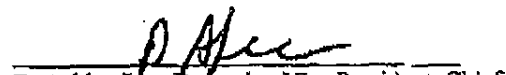
(Signatures on following page)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above. This Agreement and Plan of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

CARDIOGENESIS CORPORATION
a California corporation


Steven G. Anderson, Chief Executive Officer

CRYOLIFE ACQUISITION CORPORATION
a Florida corporation


D. Ashley Lee, Executive Vice President, Chief
Operating Officer, and Chief Financial Officer