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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W. R. S. W.*  
*4/22/13*



**CryoLife®**

Life Restoring Technologies®

Via FedEx

April 11, 2013

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

To Whom It May Concern:

Please find enclosed two originals of the following documents:

- Amended and Restated Articles of Incorporation of Cardiogenesis Corporation
- Unanimous Written Consent of the Board of Directors of Cardiogenesis Corporation
- Certification of the Secretary of Cardiogenesis Corporation Related to the Amended and Restated Articles of Incorporation

Kindly file these documents and return a stamped original to me at the address below. I have also enclosed CryoLife, Inc.'s check in the amount of \$35.00 to cover the filing fees. Please let me know if you need additional information.

Sincerely,

Nancy Greenwood  
Legal Assistant

Enclosures

T (770) 419-3355  
T (800) 438-8285 In the USA and Canada  
F (770) 426-0031

1655 Roberts Boulevard NW  
Kennesaw, Georgia 30144

CryoLife.com

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARDIOGENESIS CORPORATION

This Amended and Restated Articles of Incorporation of Cardiogenesis Corporation, a Florida corporation (the "Corporation"), was duly adopted by the board of directors in accordance with the provisions of Sections 607.1002 and 607.1007 of the Florida Business Corporation Act. The date of filing of the original Articles of Incorporation under the original name of CryoLife Acquisition Corporation with the Secretary of State was February 19, 1997. The Corporation's Articles of Incorporation is hereby amended and restated in its entirety effective as of April 15, 2013 to provide as follows:

ARTICLE I

NAME

The name of the Corporation is Cardiogenesis Corporation.

ARTICLE II

EXISTENCE OF CORPORATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

GENERAL POWERS

The Corporation shall have power:

- (a) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.

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(c) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.0833 of the Florida Business Corporation Act.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individual, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida, within or without the state.

(h) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(i) To make and alter by-laws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(l) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(m) To be a promoter, incorporator, partner, member, associate, or manager of a corporation, partnership, joint venture, trust, or other enterprise.

(n) To have and exercise all powers necessary or convenient to accomplish its purpose.

## ARTICLE V

### CAPITAL STOCK

(a)(1) The number of shares of capital stock authorized to be issued by this Corporation shall be 1000 shares of common stock, each with a par value of One Cent (\$.01).

(a)(2) Each share of issued and outstanding common stock shall entitle the holder thereof to one (1) vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings, and to share ratably in the net assets of the Corporation upon liquidation and/or dissolution. All of any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this Corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## ARTICLE VI

### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 1201 Hays Street, Tallahassee, FL 32301, and the name of the Corporation's registered agent at such address is Corporate Services Corp. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502 of the Florida Business Corporation Act.

## ARTICLE VII

### AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statutes, and all rights conferred upon the shareholders herein are subject to this reservation.

## ARTICLE VIII

### SHAREHOLDERS ACTION WITHOUT A MEETING

The shareholders may take action by written consent or at the annual shareholders meeting or at a special shareholders meeting.

## ARTICLE IX

### SPECIAL MEETINGS OF SHAREHOLDERS

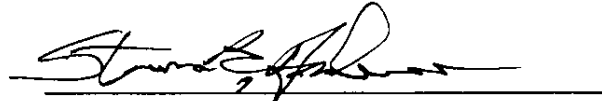
Special meetings of the shareholders for any purpose may be called at the request in writing of shareholders owning not less than 50% of all votes entitled to be cast on any issue proposed to be considered at the proposed meeting by delivering one or more written demands for the meeting which are signed, dated and delivered to the Secretary of the Company and describing the purposes for which the meeting is to be held.

ARTICLE X

PRINCIPAL OFFICE

The Principal office of the Corporation is 1655 Roberts Blvd, NW, Kennesaw, Georgia.

**IN WITNESS WHEREOF**, I the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

A handwritten signature in black ink, appearing to read "Steven G. Anderson", is written over a horizontal line.

Steven G. Anderson  
Director, President & CEO

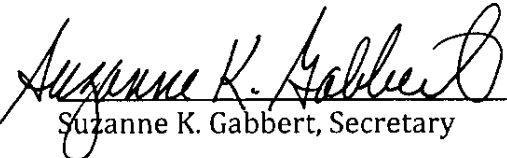
**CERTIFICATION OF  
THE SECRETARY OF CARIOGENESIS CORPORATION  
RELATING TO THE AMENDED AND RESTATED ARTICLES OF  
INCORPORATION**

The undersigned, being the duly elected Secretary of Cardiogenesis Corporation (the "Corporation"), a Florida corporation, submits this Certification pursuant to Section 607.1007 of the Florida Business Corporation Act. The undersigned hereby certifies as follows:

Attached for filing by the Florida Secretary of State pursuant to Section 607.0120 of the Florida Business Corporation Act are the Amended and Restated Articles of Incorporation of the Corporation, which was duly adopted by the board of directors in accordance with the provisions of Sections 607.1002 and 607.1007 of the Florida Business Corporation Act.

These Amended and Restated Articles of Incorporation do not contain any amendments to the Articles of Incorporation requiring shareholder approval.

**IN WITNESS WHEREOF**, the undersigned, the Secretary of the Corporation, has executed this Certificate this    day of April, 2013.

  
\_\_\_\_\_  
Suzanne K. Gabbert, Secretary