

P99000094632



Saneron CCEL Therapeutics, Inc.

FILED
01 DEC 19 PM 3:35
TALLAHASSEE, FLORIDA

November 5, 2001

Manager
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

Dear Managing Director:

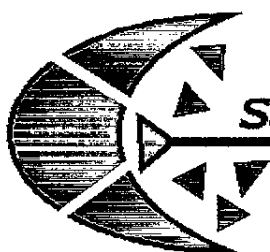
Enclosed are the Articles of Merger for Saneron Therapeutics, Inc. (a FL corporation) and CCEL Bio-Therapies, Inc. (a DE corporation). CCEL Bio-Therapies, Inc. is the surviving corporation and will have its name changed to Saneron CCEL Therapeutics, Inc. Also enclosed is the filing fee, with an additional amount for two certified copies.

If there are any questions, please contact me at 813-684-8825. Thank you for your assistance.

Sincerely,

Nicole Kuzmin-Nichols, MBA
Vice President, Business Development & Operations

Merger
12-19-01
BKS



Saneron CCEL Therapeutics, Inc.

December 14, 2001

Doug Spitler
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Doug Spitler:

Enclosed are the revised Articles of Merger for Saneron Therapeutics, Inc. (a FL corporation) and CCEL Bio-Therapies, Inc. (a DE corporation) and a copy of your letter requesting changes to the Articles of Merger. CCEL Bio-Therapies, Inc. is the surviving corporation and will have its name changed to Saneron CCEL Therapeutics, Inc. The filing fee was previously submitted.

If there are any questions, please contact me at 813-684-8825. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, reading "Nicole Kuzmin-Nichols". The signature is fluid and stylized, with the first and last names being more prominent.

Nicole Kuzmin-Nichols, MBA
Vice President, Business Development & Operations



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 13, 2001

SANERON CCEL THERAPEUTICS, INC.
ATTN: NICOLE KUZMIN-NICHOLS
1124 ENGLISH BLUFFS COURT
BRANDON, FL 33511

SUBJECT: SANERON THERAPEUTICS, INC.
Ref. Number: P99000094632

We have received your document for SANERON THERAPEUTICS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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) 245-6957.

Doug Spittler
Document Specialist

Letter Number: 301A00061294

ARTICLES OF MERGER
Merger Sheet

MERGING:

SANERON THERAPEUTICS, INC., a Florida corporation, P99000094632

INTO

CCEL BIO-THERAPIES, INC., a Delaware entity not qualified in Florida

File date: December 19, 2001

Corporate Specialist: Doug Spitler

**STATE OF FLORIDA
ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

FIRST: The name and jurisdiction of the surviving corporation is CCEL Bio-Therapeutics, Inc., a Delaware corporation.

SECOND: The name and jurisdiction of the corporation being merged into this surviving corporation is Saneron Therapeutics, Inc., a Florida corporation.

THIRD: The name of the surviving corporation shall be changed to Saneron CCEL Therapeutics, Inc., a Delaware corporation.

FOURTH: The Agreement of Merger is on file at 13014 North Dale Mabry Hwy #226, Tampa, Florida 33618, the place of business of the surviving corporation.

FIFTH: The merger is to become effective on the date the Certificate of Merger is filed with the State of Delaware.

SIXTH: The Agreement of Merger was adopted by the Board of Directors of the surviving corporation on October 11, 2001 and shareholder approval was not required.

SEVENTH: The Agreement of Merger was adopted by the Board of Directors of the merging corporation on August 15, 2001, approved by an authorized officer on October 10, 2001 and shareholder approval was not required.

EIGHTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

NINTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

TENTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporations into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: a one to one conversion from shares or rights to acquire shares of each corporation into shares or rights to acquire shares of the surviving corporation. No other type of conversion is permissible in relation to these Articles of Merger

[SIGNATURES ON NEXT PAGE]

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TALLAHASSEE, FLORIDA
CLERK OF STATE

IN WITNESS WHEREOF, each corporation has caused this certificate to be signed by a duly authorized officer, on the day and year set forth below.

CCEL BIO-THERAPIES, INC.

By: *Daniel Richard*

Name: Daniel Richard

Title: Chairman & CEO

Date: 12-13-01

SANERON THERAPEUTICS, INC.

By: *Nicole Kuzmin-Nichols*

Name: Nicole Kuzmin-Nichols, M.B.A.

Title: VP, Business Development & Operations

Date: 11-25-01

SANERON CCEL THERAPEUTICS, INC.

By: *Nicole Kuzmin-Nichols*

Name: Nicole Kuzmin-Nichols, M.B.A.

Title: VP, Business Development & Operations

Date: 11-25-01