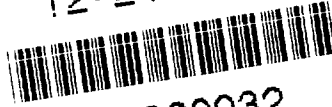


12-24-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 12-16-02 Cryomedical Sciences, Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [ ] No

2. Name and address of receiving party(ies) Name: BioLife Solutions, Inc. Internal Address: Street Address: SC13 Suite 144 SUNY Park City: Binghamton State: NY Zip: 13902-6600 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

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3. Nature of conveyance: [ ] Assignment [x] Merger [ ] Security Agreement [ ] Change of Name [ ] Other Execution Date: 7/18/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/224363, B. Trademark Registration No.(s) 1757602, 2302064, 2186970, 2223604, 1955324, 2181488, and 2206611 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Jean M. Maxwell Internal Address: Trademark Legal Assistant Coordinator Street Address: Palmer & Dodge LLP 111 Huntington Avenue City: Boston State: MA Zip: 02199-7613

6. Total number of applications and registrations involved: 8 7. Total fee (37 CFR 3.41).....\$ 215.00 [ ] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 501646

DO NOT USE THIS SPACE

9. Signature. Jean M. Maxwell Name of Person Signing [Signature] Signature 12/16/2002 Date [3] Total number of pages including cover sheet, attachments, and document:

12/23/2002 00:00:00 00000230 501646 76224363 81 FC:0521 175:00 CH

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

# Delaware

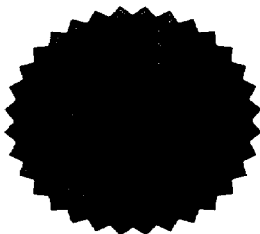
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BIOLIFE SOLUTIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CRYOMEDICAL SCIENCES, INC." UNDER THE NAME OF "BIOLIFE SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2002, AT 7 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2142791 8100M

020677837

AUTHENTICATION: 2068966

DATE: 11-01-02

TRADEMARK

REEL: 002638 FRAME: 0757

CERTIFICATE OF OWNERSHIP AND MERGER

OF

BIOLIFE SOLUTIONS, INC.  
INTO  
CRYOMEDICAL SCIENCES, INC.

Pursuant to Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. Cryomedical Sciences, Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Biolife Solutions, Inc., a Delaware corporation.
3. The Corporation hereby merges Biolife Solutions, Inc. into the Corporation.
4. The following is a copy of the resolution adopted on July 18, 2002 by the Board of Directors of the Corporation to merge the said Biolife Solutions, Inc. into the Corporation:

RESOLVED that Biolife Solutions, Inc., a wholly owned Delaware subsidiary of this Corporation, be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Biolife Solutions, Inc. be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Biolife Solutions, Inc. in its name.

RESOLVED that the issued and outstanding shares of Biolife Solutions, Inc. shall be surrendered and cancelled and no shares of the surviving corporation shall be issued therefor.

RESOLVED that this Corporation assume all of the obligations of Biolife Solutions, Inc..

RESOLVED that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and will cause to be performed all necessary acts within the State of Delaware.

RESOLVED that this Corporation shall change its corporate name to Biolife Solutions, Inc.

Executed on this 18th day of July, 2002.

CRYOMEDICAL SCIENCES, INC.

By: /s/ John G. Baust  
John G. Baust, Ph.D, CEO & President