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Corporation(s) Name

Advanced Tissue Systems Inc

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(X)Profit ( )Nonprofit	( )Amendment	( )Merger
( )Foreign ( )LLC	( )Dissolution	( )Mark
( )Limited Partnership ( )Reinstatement	( )Annual Report ( )Reservation ( )Fictitious Name	( )Other ( )Ch. RA ( )UCC
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Thank You!

3/2/00

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Arthrex Tissue Systems Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. applied for
(FEI number, if applicable)

4. February 11, 2000
(Date of incorporation)

5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon the filing date
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o Arthrex, Inc.

2885 South Horseshoe Drive, Naples, Florida 34104
(Current mailing address)

8. To engage in coordinating and selling tissuing services and any other activity permitted to corporations qualified to do business in the state of Florida
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Jon W. Cheek

Office Address: c/o Arthrex, Inc.
2885 South Horseshoe Drive

Naples, Florida, 34104
(Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jon W. Cheek
(Registered agent's signature)

Jon W. Cheek

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

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CORPORATIONS
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Director: Reinhold Schmieding

Address: c/o Arthrex, Inc.

2885 South Horseshoe Drive, Naples, Florida 34104

Director: _____

Address: _____

_____

B. OFFICERS (Street address only - P.O. Box NOT acceptable) See Exhibit A

President: Reinhold Schmieding

Address: c/o Arthrex, Inc.

2885 South Horseshoe Drive, Naples, Florida 34104

Vice President: _____

Address: _____

_____

Secretary: Jon W. Cheek

Address: c/o Arthrex, Inc.

2885 South Horseshoe Drive, Naples, Florida 34104

Treasurer: Jon W. Cheek

Address: c/o Arthrex, Inc.

2885 South Horseshoe Drive, Naples, Florida 34104

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Reinhold Schmieding, President
(Typed or printed name and capacity of person signing application)

EXHIBIT A

ARTHREX TISSUE SYSTEMS INC.

Name:	Title:	Address:
Stuart M. Cable	Assistant Secretary	c/o Goodwin, Procter & Hoar LLP Exchang Place Boston, MA 02109-2881

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARTHREX TISSUE SYSTEMS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF FEBRUARY, A.D. 2000.

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AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

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001102161

AUTHENTICATION: 0287387

DATE: 02-29-00