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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 20 AM 11:16



QUALITY FOR LIFE

May 14, 2010

Florida Secretary of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Registration of Otto Bock HealthCare North America, Inc.

Dear Sir or Madam:

In my capacity as Secretary, I am writing to give consent to use of name on behalf of the following currently registered entities: Otto Bock HealthCare LP, Otto Bock HealthCare U.S., Inc. and Otto Bock Orthopedic Services LLC. I kindly request you please accept this filing on account of the aforementioned consent.

If you have any questions, please contact me directly.

Sincerely,

Stephen A. Carr

Secretary General Counsel  
Otto Bock HealthCare LP  
Otto Bock HealthCare U.S., Inc.  
Otto Bock HealthCare North America, Inc.  
Otto Bock Orthopedic Services LLC  
Two Carlson Pkwy N, #100  
Plymouth, MN 55447  
Phone: (763) 489-5106  
Fax: (763) 519-9017

Encl.

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Otto Bock HealthCare North America, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephanie Fields  
Name of Person  
Otto Bock HealthCare  
Firm/Company  
Two Carlson Parkway N, Suite 100  
Address  
Plymouth, MN 55447-4467  
City/State and Zip code  
stephanie.fields@ottobock.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Fields at (763) 253-5618  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.*

1. Otto Bock HealthCare North America, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Minnesota 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 2/21/1958 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467  
(Principal office address)

Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467  
(Current mailing address)

8. Medical Device Sales  
(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 NOT acceptable)

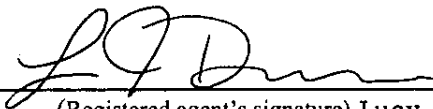
Name: NATIONAL CORPORATE RESEARCH, LTD, INC.

Office Address: 515 East Park Avenue

Tallahassee, Florida 32301  
(City) (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.*



(Registered agent's signature) Lucy Dawson, Assistant Secretary

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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
10 MAY 20 AM 11:16

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: Elbert P. Harman

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Andreas Schultz

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

Director: Stephen A. Carr

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

**B. OFFICERS**

President: Elbert P. Harman

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

Vice President: Sara Hakanson

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

Secretary: Stephen A. Carr

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

Treasurer: Andreas Schultz

Address: Two Carlson Parkway N, Suite 100 Plymouth, MN 55447-4467

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

13. *SHA Carr*  
(Signature of Director or Officer listed in number 12 of the application)

14. Stephen A. Carr, Secretary  
(Typed or printed name and capacity of person signing application)

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State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

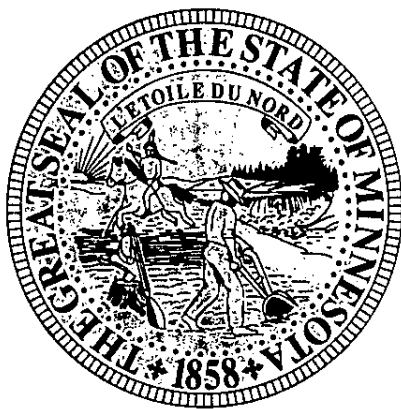
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Otto Bock HealthCare North America, Inc.

Date Formed: 02/21/1958

Chapter Governed By: 302A

This certificate has been issued on 02/26/10.



FILED  
SECRETARY OF STATE  
FALLS BOULEVARD, MINNAPOLIS, MINN.  
10 MAY 20 AM 11:16

*Mark Ritchie*  
Secretary of State.