

Document Number Only

P97000072791

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

300003120729--4

-02/02/00--01047--007

*****43.75 *****43.75

CORPORATION(S) NAME

Regeneration Technologies, Inc. Amend

Profit

NonProfit

Limited Liability Company

Foreign

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

Call When Ready

Walk In

Mail Out

Amendment

Dissolution/Withdrawal

Annual Report

Reservation

Photo Copies

Call if Problem

Will Wait

Merger

M&A

Other

Change of R.A.

Fictitious Name

CUS

After 4:30

Pick Up

FILED
00 FEB -2 PM 11:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name	
Availability	2/2/00
Document Examiner	AJR
Updater	ADR
Verifier	
Acknowledgment	
W.P. Verifier	

2/2

PLEASE RETURN EXTRA COPY(S)

FILE STAMPED

THANKS

LAURA EAST

RECEIVED
00 FEB -2 AM 11:56
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FIFTH RESTATED ARTICLES OF AMENDMENT
OF
REGENERATION TECHNOLOGIES, INC.

FILED
00 FEB -2 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Fifth Restated Articles of Amendment.

FIRST: The name of the Corporation is "Regeneration Technologies, Inc." The original Articles of Incorporation were filed with the Secretary of State of the State of Florida on August 21, 1997. Restated Articles of Amendment were filed with the Secretary of the State of Florida on February 10, 1998. Second Restated Articles of Amendment were filed with the Secretary of the State of Florida on February 12, 1998. Third Articles of Amendment were filed with the Secretary of the State of Florida on March 4, 1998. Fourth Restated Articles of Amendment were filed with the Secretary of the State of Florida on October 8, 1999.

SECOND: The text of the Articles of Incorporation as previously amended or supplemented are hereby amended by deleting in its entirety paragraph B.4.(d)(i)(C) of the Article numbered FOURTH and inserting the following paragraph in lieu thereof.

(C) "Employee Stock Options" shall mean stock or other options to purchase up to 918,000 shares of Common Stock to be granted to employees, directors or consultants of the Corporation pursuant to any Board-approved stock award, stock option plan, agreement or arrangement for officers, directors consultants, employees and others who render services to the Corporation."

THIRD: These Fifth Restated Articles of Amendment were duly adopted on November 22, 1999 by the Board of Directors in accordance with the Business Corporation Act of the State of Florida.

FOURTH: These Fifth Restated Articles of Amendment were duly adopted by written consent of the stockholders of the Corporation on December 10, 1999 and by consent of any group of stockholders entitled to vote thereon, in accordance with the applicable provisions of the Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed hereto and these Fifth Restated Articles of Amendment to be signed by its President this 31 day of January, 2000.

REGENERATION TECHNOLOGIES, INC.

By: 

James M. Grooms
President