

A00000001157

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

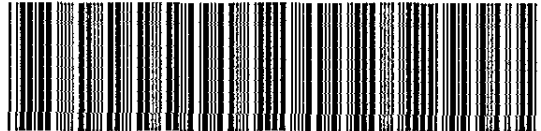
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TALLAHASSEE, FLORIDA

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OF COUNSEL:

R. SCOTT PRICE

January 23, 2003

Ms. Anna Chesnut  
Document Specialist  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Arthrex Tissue Systems Inc.  
Ref. Number F00000001157  
Letter Number 703A00001423

Dear Ms. Chesnut:

Pursuant to your recent telephone call wherein you advised that you were holding our letter of January 14, 2003, and the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, enclosed is the certified copy of the Certificate of Amendment from the Delaware Secretary of State.

We trust the Application is now acceptable for filing. Thank you.

Very truly yours,



Jeff M. Novatt  
For the Firm

JMN/lrj  
Enclosure

F:\wpdocs\Business\Allograft Tissue Systems, Inc. fka Arthrex Tissue Systems\Ltr-FLDivofCorps-2.wpd

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January 14, 2003

Ms. Anna Chesnut  
Document Specialist  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Arthrex Tissue Systems Inc.  
Ref. Number F00000001157  
Letter Number 703A00001423

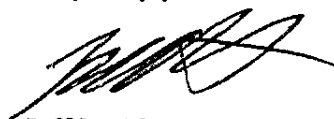
Dear Ms. Chesnut:

Pursuant to your letter of January 10, 2003 (a copy of which is enclosed for your convenience), please find enclosed the following:

1. Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida; and
2. The original file-stamped copy (dated 12/20/02) of the State of Delaware Certificate of Amendment of Certificate of Incorporation which we received from the Delaware Secretary of State.

We trust the Application is now acceptable for filing. If there is anything further you require, please do not hesitate to call the undersigned. Thank you.

Very truly yours,



Jeff M. Novatt  
For the Firm

JMN/lrj  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 10, 2003

JEFF M. NOVATT, ESQ.  
% CHEFFY PASSIDOMO WILSON & JOHNSON LLP  
821 5TH AVENUE SOUTH, STE 201  
NAPLES, FL 34102

SUBJECT: ARTHREX TISSUE SYSTEMS INC.  
Ref. Number: F00000001157

We have received your document for ARTHREX TISSUE SYSTEMS INC. and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

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) 245-6908.

Anna Chesnut  
Document Specialist

Letter Number: 703A00001423

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F00000001157

(Document number of corporation (if known))

1. Arthrex Tissue Systems Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 03/02/2000  
(Incorporated under laws of) (Date authorized to do business in Florida)

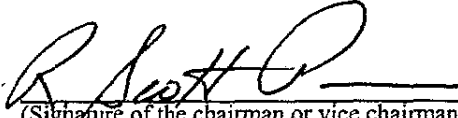
**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12/20/02
5. Allograft Tissue Systems, Inc.  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.

Not Applicable  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Not Applicable  
(New jurisdiction)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

R. Scott Price  
(Typed or printed name)

12/30/02  
(Date)

President  
(Title)

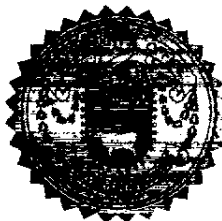
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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 AMENDMENT OF "ARTHREX TISSUE SYSTEMS INC.", CHANGING ITS NAME FROM "ARTHREX TISSUE SYSTEMS INC." TO "ALLOGRAFT TISSUE SYSTEMS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3175719 8100

030035898

AUTHENTICATION: 2211025

DATE: 01-17-03

**STATE of DELAWARE**  
**CERTIFICATE of AMENDMENT of**  
**CERTIFICATE of INCORPORATION**

- **First:** That at a meeting of the Board of Directors of Arthrex Tissue Systems Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof.

The resolution setting forth the proposed amendment is as follows:

**Resolved**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1" so that, as amended, said Article shall be and read as follows:

" The name of the corporation is Allograft Tissue Systems, Inc.

- **Second:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- **Third:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- **Fourth:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: 

(Authorized Officer) **Sole Director and President**

NAME: R. Scott Price

(Type or Print)