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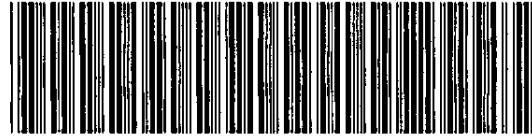
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA
13 AUG 16 AM 9:58

208/22

RTI | BIOLOGICS™

ADVANCING SCIENCE, SAFETY & INNOVATION

August 9, 2013

Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To whom it may concern,

Enclosed please find the "Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida" for RTI Biologics, Inc., a Delaware profit corporation to reflect its name change from RTI Biologics, Inc. to RTI Surgical, Inc.

As indicated by the fee schedule on www.sunbiz.org, enclosed please find a check for \$52.50 for the filing fee, certificate of status, and certified copy.

Thank you in advance for your assistance with this matter. If anything further is needed to process this request, please call or email me at (386) 418-8888 x4731 or arush@rtix.com

Sincerely,



Anne Rush
Associate Corporate Counsel
RTI Surgical, Inc.
FBN: 56180

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RTI Biologics, Inc.

Name of Corporation

DOCUMENT NUMBER: F00000004401

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anne Rush

Name of Contact Person

RTI Surgical, Inc.

Firm/Company

11621 Research Circle

Address

Alachua, FL 32615

City/State and Zip Code

arush@rtix.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anne Rush

Name of Contact Person

at **(386) 418-8888 x4731**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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)

F00000004401

(Document number of corporation (if known))

1. RTI Biologics, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. August 4, 2000

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
13 AUG 16 AM 9:58

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? July 16, 2013

5. RTI Surgical, 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)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Robert Jordheim
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Robert Jordheim

(Typed or printed name of person signing)

Executive VP and CFO

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "RTI SURGICAL, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "REGENERATION TECHNOLOGIES, INC." TO "RTI BIOLOGICS, INC.", FILED THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2008, AT 12:20 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-THIRD DAY OF APRIL, A.D. 2013, AT 4:51 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "RTI BIOLOGICS, INC." TO "RTI SURGICAL, INC.", FILED THE SIXTEENTH DAY OF JULY, A.D. 2013, AT 9:21 O'CLOCK A.M.


CERTIFICATE OF DESIGNATION, FILED THE SIXTEENTH DAY OF JULY, A.D. 2013, AT 10:14 O'CLOCK A.M.



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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0587972

DATE: 07-16-13

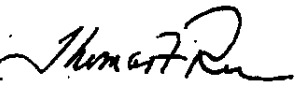
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
REGENERATION TECHNOLOGIES, INC.

REGENERATION TECHNOLOGIES, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Regeneration Technologies, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 25, 2000 (the "Original Certificate").
3. The Board of Directors of the Corporation, in accordance with Sections 242 and 245 of the Delaware General Corporation Law (the "GCL"), adopted resolutions as of January 11, 2008 providing for the adoption of an Amended and Restated Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A which amends and restates the Original Certificate in its entirety. The resolution further directed that the Amended and Restated Certificate of Incorporation be submitted to the stockholders of the Corporation for their consideration and approval.
4. The approval of the holders of the requisite number of shares of the Corporation was obtained at the special meeting of stockholders of the Corporation on February 27, 2008, called and held upon notice in accordance with Section 222 of the GCL.
5. This Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 and 245 of the GCL.
6. The text of the Original Certificate is hereby amended and restated in its entirety in the form attached as Exhibit A.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be executed by Thomas F. Rose, its Secretary, this 27th day of February, 2008.

REGENERATION TECHNOLOGIES, INC.

By: 
Thomas F. Rose
Secretary

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RTI BIOLOGICS, INC.**

FIRST: The name of the corporation is RTI Biologics, Inc.

SECOND: The address of the registered office of the corporation in the State of Delaware is United Corporate Services, Inc., 874 Walker Road, Suite C, Dover, Kent County, DE 19901. The name of the corporation's registered agent at such address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware as set forth in Title 8 of the Delaware Code 1953, as amended (the "GCL").

FOURTH: Capital Stock:

This corporation is authorized to issue 155,000,000 shares of capital stock, \$0.001 par value, of which 150,000,000 shares shall be Common Stock, \$0.001 par value and 5,000,000 shares shall be Preferred Stock, \$0.001 par value.

(A) Preferred Stock. The Board of Directors is expressly authorized to provide for the issue of all or any shares of the Preferred Stock, in one or more series, and to fix for each such series such voting powers, full or limited, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such series (a "Preferred Stock Designation") and as may be permitted by the GCL. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

(B) Common Stock. Except as otherwise required by law or as otherwise provided in any Preferred Stock Designation, the holders of the Common Stock shall exclusively possess all voting power and each share of Common Stock shall have one vote.

FIFTH: The corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation. Notwithstanding anything in this Amended and Restated Certificate of Incorporation to the contrary, Bylaw Sections 2.04, 2.07 and paragraphs Ninth and Twelfth of this Amended and Restated Certificate of Incorporation may not be repealed or amended in any respect, and no provision inconsistent therewith may be adopted by the stockholders unless such action is approved by the affirmative vote of the holders of sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the outstanding shares of all classes and series of the corporation entitled to vote generally in the election of the corporation's directors.

SEVENTH: Classification of Board of Directors. Upon the consummation of the Corporation's initial public offering of its Common Stock, directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. Class I directors shall serve until the 2001 Annual Meeting of Stockholders, Class II directors shall serve until the 2002 Annual Meeting of Stockholders and Class III directors shall serve until the 2003 Annual Meeting of Stockholders. At each annual meeting of stockholders beginning in 2001, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of the class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and qualified. Any vacancy on the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors of the Board of Directors, may be filled by a majority of the Board of Directors then in office, although less than a quorum, or a sole remaining director and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Amended and Restated Certificate of Incorporation applicable thereto, such directors so elected shall not be divided into classes pursuant to this paragraph Seventh and the number of such directors shall not be counted in determining the maximum number of directors permitted under the foregoing provision of this paragraph Seventh in each case unless expressly provided by such terms.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. Upon consummation of the corporation's initial public offering of its Common Stock, stockholder action may not be taken by written consent in lieu of a meeting. The books of the corporation may be kept (subject

to any provision of the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

NINTH: The corporation shall indemnify each person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was a director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or another enterprise at the request of the predecessor corporation to the fullest extent permitted by Section 145 of the GCL, as amended. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and such indemnification shall continue as to a person who has ceased to be such a person and shall inure to the benefit of the heirs, executors and administrators of such a person.

Any amendment, repeal or modification of the foregoing provisions of this paragraph Ninth shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or thereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ELEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the

stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

TWELFTH: A director of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for the breach of any fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the GCL, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended after the date of incorporation of the corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

* * *

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:12 PM 04/23/2013
FILED 04:51 PM 04/23/2013
SRV 130472611 - 3217489 FILE

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
RTI BIOLOGICS, INC.**

* * * * *

RTI Biologics, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "General Corporation Law"), DOES HEREBY CERTIFY THAT:

FIRST: This Certificate of Amendment amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on February 27, 2008 (the "Certificate of Incorporation").

SECOND: Article Seventh of the Certificate of Incorporation is hereby amended and replaced in its entirety as follows:

"SEVENTH: Prior to the 2014 Annual Meeting of Stockholders, directors shall be divided into three classes, designated Class I, Class II and Class III, with the term of office of one class expiring each year. Class I directors shall serve until the 2014 Annual Meeting of Stockholders, Class II directors shall serve until the 2015 Annual Meeting of Stockholders and Class III directors shall serve until the 2016 Annual Meeting of Stockholders. Commencing with the annual meeting of stockholders 2014, successors to the class of directors whose term expires at that annual meeting and other director nominees shall be elected for a one-year term expiring at the next annual meeting of stockholders and until his or her successor shall be duly elected and qualified, subject to his or her earlier death, resignation, retirement or removal from service as a director. Any vacancy on the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors of the Board of Directors, may be filled by a majority of the Board of Directors then in office, although less than a quorum, or a sole remaining director and any directors so chosen shall hold office until the next annual meeting of stockholders and until their successors shall be duly elected and qualified, subject to their earlier death, resignation, retirement or removal from service as a director. Notwithstanding the foregoing, whenever the holders of any one or more classes or series of stock issued by the Corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of stockholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by the terms of this Amended and Restated Certificate of Incorporation applicable thereto, and the number of such directors shall not be counted in determining the maximum

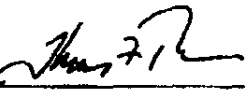
number of directors permitted under the foregoing provision of this paragraph Seventh in each case unless expressly provided by such terms."

THIRD: That pursuant to a resolution of the Board of Directors, the proposed amendment was submitted to the stockholders of the Corporation for consideration at the annual meeting of stockholders held on April 23, 2013 and was duly adopted by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law.

FOURTH: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Thomas F. Rose, its Secretary, this 23rd day of April, 2013.

RTI BIOLOGICS, INC.

By: 
Name: Thomas F. Rose
Title: *Secretary*

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:21 AM 07/16/2013
FILED 09:21 AM 07/16/2013
SRV 130880614 - 3217489 FILE

CERTIFICATE OF OWNERSHIP AND MERGER OF

**RTI Name Change Sub, Inc.,
a Delaware corporation**

with and into

**RTI Biologics, Inc.,
a Delaware corporation**

It is hereby certified that:

1. RTI Biologics, Inc. ("Parent" or the "Corporation") is a business corporation organized and existing under the laws of the State of Delaware.
2. Parent owns all of the issued and outstanding shares of capital stock of RTI Name Change Sub, Inc. ("Subsidiary"), which is a business corporation organized and existing under the laws of the State of Delaware.
3. Parent hereby merges Subsidiary with and into Parent (the "Merger"), pursuant to this Certificate of Ownership and Merger (this "Merger Certificate") and that certain Agreement of Merger, dated as of the date hereof, by and between Parent and Subsidiary. Parent shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of Subsidiary shall cease as of the filing of this Merger Certificate with the Secretary of State of the State of Delaware (the "Effective Time").
4. In connection with the Merger, Parent hereby changes its name to RTI Surgical, Inc.
5. The following is a copy of the relevant recitals and resolutions adopted as of July 12, 2013 by the unanimous written consent of the Board of Directors of Parent under Section 141(f) of the Delaware General Corporations Law ("DGCL") approving the merger of Subsidiary with and into Parent under Section 253 of the DGCL:

WHEREAS, it is in the best interest for the Corporation to change its name to RTI Surgical, Inc.;

WHEREAS, the Corporation may change its name without stockholder approval under Section 253(b) of the Delaware General Corporation Law (the "DGCL") by forming a subsidiary, causing that subsidiary to merge into the Corporation, and including in the certificate of ownership and merger a provision that the Corporation is changing its name;

WHEREAS, the Corporation desires to form a wholly-owned subsidiary, RTI Name Change Sub, Inc., a Delaware corporation (the "Subsidiary"), to merge with and into the

Parent, so that Parent will be the surviving corporation and can change its name pursuant to Section 253 of the DGCL;

WHEREAS, there has been submitted to and considered by the members of the Board an agreement and plan of merger (the "Merger Agreement") by and between the Subsidiary and Parent providing for the short-form merger (the "Merger") of the Subsidiary with and into the Parent pursuant to the DGCL and further providing that all of the assets and liabilities of the Subsidiary will become assets and liabilities of the Parent pursuant to DGCL Section 259 and that the Parent will change its name to RTI Surgical, Inc. pursuant to DGCL Section 253(b);

WHEREAS, the undersigned deem it advisable and in the best interests of the Corporation to approve and to consummate the Merger and that a Certificate of Ownership and Merger (the "Merger Certificate") be executed in accordance with DGCL Section 103 and filed with the Secretary of State of the State of Delaware and that any other appropriate documents and acts be executed, delivered and performed;

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that Parent cause Subsidiary to be formed and issue 1,000 shares of its capital stock to Parent at its par value per share of \$0.001 in exchange for \$1.00 cash so that the Subsidiary will be a wholly-owned subsidiary of Parent;

RESOLVED FURTHER, that Parent, a Delaware corporation and owner of all of the outstanding shares of Subsidiary, which is also a Delaware corporation, become a party to the Merger Agreement and undertake the Merger and thereby merge Subsidiary into the Corporation pursuant to the provisions of the DGCL and take ownership of all of the assets and assume all of the liabilities of Subsidiary;

RESOLVED FURTHER, that Subsidiary shall be the disappearing corporation upon the effective date of the Merger pursuant to the DGCL and Parent shall continue its existence as the surviving corporation pursuant to the DGCL, with the existing certificate of incorporation of Parent continuing in effect;

RESOLVED FURTHER, that in connection with the Merger, Parent's name shall be changed from RTI Biologics, Inc. to RTI Surgical, Inc.;

RESOLVED FURTHER, that the issued and outstanding shares of Subsidiary's capital stock shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Parent is the owner of all outstanding shares of Subsidiary, but each said share which is issued as of the complete effective date of the Merger shall be surrendered and extinguished;

RESOLVED FURTHER, that officers of Parent are hereby authorized to enter into the Merger Agreement on behalf of Parent and to execute the Merger Certificate and cause it to be filed with the Delaware Secretary of State; and

RESOLVED FURTHER, that the Board and the proper officers of the Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Merger herein provided for

6. The Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") of Parent, as now in force and effect, shall continue to be the Certificate of Incorporation of the Surviving Corporation, except that Article First of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

"The name of the corporation is RTI Surgical, Inc."

and such Certificate of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the DGCL and the Certificate of Incorporation.

7. The Amended and Restated Bylaws of Parent (the "Bylaws"), as now in force and effect, shall continue to be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended in the manner prescribed by the provisions of the DGCL and the Bylaws.

8. The directors and officers of the Parent in office at the Effective Time shall continue to be the directors and officers of the Surviving Corporation in office at the Effective Time, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the Bylaws of the Surviving Corporation.

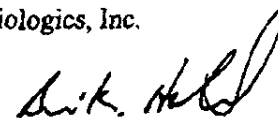
9. At the Effective Time, each issued and outstanding share of common stock, \$0.001 par value per share of Subsidiary shall not be converted or exchanged in any manner into shares of the Surviving Corporation and shall be cancelled. Each issued and outstanding equity share of Parent shall not be converted or exchanged in any manner, but as of the Effective Time shall represent equivalent equity shares of the Surviving Corporation.

10. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, RTI Biologics, Inc. has caused this Certificate of Ownership and Merger to be executed on the 16th day of July, 2013.

RTI Biologics, Inc.

By: _____



Brian K. Hutchison
President and Chief Executive Officer