F02000002633

CORPORATION

CORPORATION(S) NAME

Musculoskeletal Transplant Foundation, Inc.

FILED
02 MAY 28 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

600005621466--5
-05/28/02--01057--007
***3450.00 ***3450.00

BK

(x) Profit () Nonprofit	() Amendment	() Merger
(x) Foreign	() Dissolution/Withdrawal () Reinstatement	() Mark
() Limited Partnership () LLC	() Annual Report () Name Registration () Fictitious Name	() Other () Change of RA () UCC
(x) Certified Copy	() Photocopies	(x) CUS
() Call When Ready (x) Walk In () Mail Out	() Call If Problem () Will Wait	() After 4:30 (x) Pick Up

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Name 5/28/02 Order#: 5294967
Availability ________
Document kf
Examiner ________ Ref#: ________
Updater ________
Verifier ________
W.P. Verifier ________

600005621466--5
-05/28/02--01057--005
Amount: $ *****70.00 *****70.00

266.25
overpayment

600005621466--5
-05/28/02--01057--006
*****17.50 *****17.50

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Musculoskeletal Transplant Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

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

3. 22-2803458
(FEI number, if applicable)

4. January 30, 1987
(Date of Incorporation)

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

6. October 1999
(Date corporation first conducted Affairs in Florida - *See sections 617.1501, 617.1502, and 817.155, F.S.*)

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TALLAHASSEE, FLORIDA

7. 125 May Street, Suite 300, Edison, NJ 08837-3264
(Principal office address)
125 May Street, Suite 300, Edison, NJ 08837-3264
(Current mailing address)

8. Tissue banking
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation (City), Florida 33324 (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.

Jennifer Magan, Asst. Secy.
(Registered agent's signature)

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:**

A. DIRECTORS

Chairman: William Enneking, M.D.

Address: 125 May Street, Suite 300

Edison, NJ 08837-3264

Vice Chairman: N/A

Address:

Director: Please see attached Letterhead for complete list of directors.

Address:

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Bruce W. Stroever

Address: 125 May Street, Suite 300

Edison, NJ 08837-3264

Vice President: Michael J. Kawas

Address: 125 May Street, Suite 300

Edison, NJ 08837-3264

Secretary: Michael J. Kawas

Address: 125 May Street, Suite 300, Edison, NJ 08837-3264

Treasurer: Michael J. Kawas

Address: 125 May Street, Suite 300, Edison, NJ 08837-3264

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. Michael J. Kawas, Chief Financial Officer and Vice President of Operations
(Typed or printed name and capacity of person signing application)

MTF™

Edison Corporate Center
125 May Street, Suite 300
Edison, NJ 08837
(732) 661-0202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **30th** day of **January , 1987** ***Articles of Incorporation of:***

MUSCULOSKELETAL TRANSPLANT FOUNDATION, INC.

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to **conduct its affairs** in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in **Good Standing** , according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this **21st** day of **May , 2002** .

David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration

Patricia E. Grays
Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor