

F05000005344

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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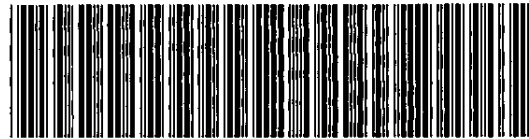
(Business Entity Name)

(Document Number)

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*Name Change
Amended*

11/03/11--01007--015 **43.75

FILED
2011 NOV -3 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ad
11/7/11

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aspendx Spine, Inc.
Name of Corporation

DOCUMENT NUMBER: F05000005344

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julian Mackenzie
Name of Contact Person

Aspendx Spine, Inc.
Firm/Company

7079 University Blvd.
Address

Winter Park, FL 32792
City/State and Zip Code

jmackenzie@aspendxspine.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Julian Mackenzie at (321) 280-4803
Name of Contact Person 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)

F05000005344

(Document number of corporation (if known))

1. AOI Medical, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. 11/05/2004
(Date authorized to do business in Florida)

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TALLAHASSEE, 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? 9/9/2011

5. Ascendx Spine, 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.


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

Julian Mackenzie

(Typed or printed name of person signing)

CEO

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:14 PM 09/09/2011
FILED 03:53 PM 09/09/2011
SRV 110993472 - 3877765 FILE

CERTIFICATE OF AMENDMENT
TO THE AMENDED AND
RESTATED CERTIFICATE OF INCORPORATION
OF
AOI MEDICAL, INC.

AOI Medical, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- A. The name of the Corporation is AOI Medical, Inc. The original Certificate of Incorporation was filed by AOI Medical, Inc., f/k/a Advanced Orthologies, Inc., with the Secretary of State of the State of Delaware on November 5, 2004. The Amended and Restated Certificate of Incorporation was filed by the Corporation with the Secretary of State of the State of Delaware on June 18, 2007 and amended by Certificate of Amendment filed by the Corporation with the Secretary of State of the State of Delaware on July 11, 2008. The Certificate of Incorporation as amended and restated and as further amended prior to the date hereof is referred to herein as the "Amended and Restated Certificate of Incorporation."
- B. This Certificate of Amendment sets forth amendments to the Amended and Restated Certificate of Incorporation of the Corporation, and pursuant to a meeting of the stockholders of the Corporation, on July 22, 2011, duly called and held, at which a quorum was present, was approved by (i) the holders of seventy-five percent (75%) of the shares present in person or represented by proxy and entitled to vote thereon, voting as a single class, and (ii) the holders of at least fifty percent (50%) of the then outstanding shares of capital stock of the Corporation entitled to vote thereon, voting as a single class, all in accordance with the requirements of Section 242 of the Delaware General Corporation Law (the "DGCL") and Article VI of the Amended and Restated Certificate of Incorporation.
- C. The Amended and Restated Certificate of Incorporation of the Corporation is amended as follows:
1. Article I of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following provision:

ARTICLE I

The name of the Corporation is Ascendx Spine, Inc.

2. Article VI of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted in its entirety.



3. Article VIII of the Amended and Restated Certificate of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following provision:

ARTICLE VIII

Any action required to be taken at any annual or special meeting of stockholders of the Corporation, or any action which may be taken at any annual or special meeting of the Corporation's stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in the State of Delaware or its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to a Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Every written consent shall bear the date of signature of each stockholder who signs it and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest consent delivered to the Corporation in the manner provided above, written consents signed by a sufficient number of holders to take action are delivered to the Corporation in the manner provided above. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

IN WITNESS WHEREOF, AOI Medical, Inc. has caused this Certificate of Amendment to be executed by Julian Mackenzie, its President and Chief Executive Officer, and attested by Romano Ferrari, its Secretary, this 9 day of September, 2011.

AOI MEDICAL, INC.

By: 

Julian Mackenzie
President and Chief Executive Officer

ATTEST:


Romano Ferrari
Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASCENDX SPINE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASCENDX SPINE, INC." WAS INCORPORATED ON THE FIFTH DAY OF NOVEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.


AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3877765 8300

111148848

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9124390

DATE: 10-31-11