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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

J. E. Myers DEC 07 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 637592 7773A

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : December 4, 2006

ORDER TIME : 10:55 AM

ORDER NO. : 637592-025

CUSTOMER NO: 7773A

FOREIGN FILINGS

NAME: AESCULAP IMPLANT SYSTEMS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Aesculap Implant Systems, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Delaware 3. 20-2280090
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. January 27, 2005 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2007
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3773 Corporate Parkway, Center Valley, PA 18034
(Principal office address)
3773 Corporate Parkway, Center Valley, PA 18034
(Current mailing address)

8. Marketing, distribution and sale of surgical instruments, equipment and implants.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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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.

By: Corporation Service Company
[Signature]
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attached directors/officers rider.

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President:

Address:

Vice President:

Address:

Secretary:

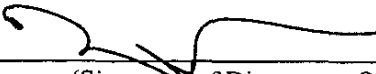
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Treasurer:

Address:

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Dirk M. Kuyper, President
(Typed or printed name and capacity of person signing application)

DIRECTORS/OFFICERS RIDER

AESCULAP IMPLANT SYSTEMS, INC.

DIRECTORS:

Dirk M. Kuyper
3773 Corporate Parkway
Center Valley, PA 18034

Harald Stallforth
Am Aesculap Platz
D-78532 Tuttlingen
Germany

David Derminio
3773 Corporate Parkway
Center Valley, PA 18034

Charles A. DiNardo
824 Twelfth Avenue
Bethlehem, PA 18018

Marc E. Richelsoph
7850 Stage Hills Boulevard
Suite 105
Bartlett, TN 38133

OFFICERS:

President	Dirk M. Kuyper 3773 Corporate Parkway Center Valley, PA 18034
Vice President, Orthopedic Sales and Marketing	David Derminio 3773 Corporate Parkway Center Valley, PA 18034
Vice President, Research and Development	Marc E. Richelsoph 7850 Stage Hills Boulevard Suite 105 Bartlett, TN 38133
Secretary	Charles A. DiNardo 824 Twelfth Avenue Bethlehem, PA 18018

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AESCULAP IMPLANT SYSTEMS, 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 FIRST DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AESCULAP IMPLANT SYSTEMS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2005.

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.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5239704

DATE: 12-01-06