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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

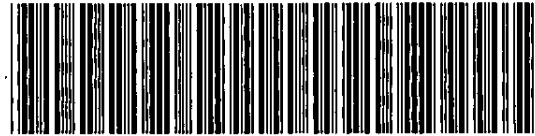
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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5/14/12

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** BioMimetic Therapeutics USA, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Ruth A. Shearer  
Name of Person  
BioMimetic Therapeutics, Inc.  
Firm/Company  
389 Nichol Mill Lane  
Address  
Franklin, TN 37067  
City/State and Zip code  
finance@biomimetics.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ruth A. Shearer at ( 615 ) 236-4906  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

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Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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. BioMimetic Therapeutics USA, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

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

2. Delaware 3. 45-0634827 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 15, 2011 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon first sale of product; no sales to date in Florida (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 389 Nichol Mill Lane, Franklin, TN 37067 (Principal office address)

389 Nichol Mill Lane, Franklin, TN 37067 (Current mailing address)

8. We are a biotechnology company specializing in the development & commercialization of innovative products to promote the healing of musculoskeletal injuries & diseases (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: NRAI Services, Inc.

Office Address: 515 East Park Avenue

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.

NRAI Services, Inc.

Charles Coyle

(Registered agent's signature)

Charles Coyle - Assistant Secretary

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:

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**A. DIRECTORS**

Chairman: N/A

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Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: N/A

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: Samuel E. Lynch

Address: 389 Nichol Mill Lane

Franklin, TN 37067

Director: N/A

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: Samuel E. Lynch

Address: 389 Nichol Mill Lane

Franklin, TN 37067

Vice President: Lawrence E. Bullock

Address: 389 Nichol Mill Lane

Franklin, TN 37067

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13. \_\_\_\_\_



Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Lawrence E. Bullock, Vice President

(Typed or printed name and capacity of person signing application)

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BIOMIMETIC THERAPEUTICS USA, 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 THIRTEENTH DAY OF APRIL, A.D. 2012.

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9503188

DATE: 04-13-12