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Division of Corporations

2017-03-17 12:24:17 CST

19542080845 From: Ranae McGraw

Florida Department of State
Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**FOREIGN PROFIT/NONPROFIT CORPORATION
TELA Bio, Inc.**

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|-----------------------|---------|
| Certificate of Status | 0 |
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TALLAHASSEE, FLORIDA

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**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 TRANACT BUSINESS IN THE STATE OF FLORIDA.

1. TELA Bio, 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. 45-5320061
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 17, 2012 5. _____ (Date of incorporation) _____ (Date of duration, if other than perpetual)

6. _____
(Date first transacted business in Florida, if prior to registration).

1 Great Valley Parkway, Suite 24, Malvern, PA. 19355

(Principal office address)

(Current mailing address, if different)

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

Name: C T Corporation System

1200 South Pine Island Road

33324

9. 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.

CT Corporation System

Judith Argao

Vice President

and Assistant Secretary

By:

(Registered agent's signature)

10. 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.

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

See attached list of directors and officers

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. _____ Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. _____ Francis Conway, Vice President of Finance

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

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TEL A BIO, INC.

OFFICERS AND DIRECTORS AS OF MARCH, 2017

Address:

1 Great Valley Parkway, Suite 24
Malvern, PA 19355

Directors:

Paul Touhey
Antony Koblish
Vince Burgess
Adele Oliva
Kevin Rakin
Ashley Friedman

Officers:

| Name | Title |
|--|---|
| Antony Koblish | President and Chief Executive Officer |
| Maarten Persenaire, M.D. | Chief Medical Officer |
| Skott Greenhalgh | Chief Technology Officer |
| Francis Conway | Vice President of Finance, Treasurer and Assistant Secretary |
| David C. Toner, Esquire c/o Duane Morris LLP 30 South 17 th Street Philadelphia, PA 19103-4196 | Secretary |

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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TELA BIO, 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 SIXTEENTH DAY OF MARCH, A.D. 2017.

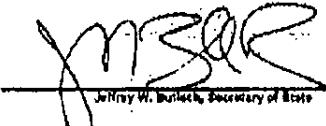
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TELA BIO, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF APRIL, A.D. 2012.

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

17 MAR 17 AM 10: 03

SECRETARY OF STATE
DELAWARE


Jeffrey W. Bullock, Secretary of State

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SR# 20171808329

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



Authentication: 202208376

Date: 03-16-17