

F95000001525

SULZERmedica
SULZERmedica USA, Inc.
4000 Technology Drive
Angleton, Texas 77515
(409) 848-6000

July 18, 1994

Secretary of State
Qualification/Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001241375
-08/02/94--01060--004
*****70.00 *****70.00

Subject: Intermedics Orthopedics, Inc.

Dear Sir or Madam:

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

Please return all correspondence to Debby Rickaway,
SULZERmedica USA, Inc., 4000 Technology Drive, Angleton, Texas
77515-4000, 409/848-4138.

Very truly yours,

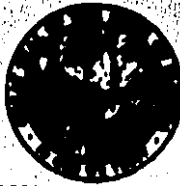
Debby Rickaway
Debby Rickaway
Legal Assistant

300001444313
03/20/95--01094--011
***4256.25 ***4256.25

dr:L7.6
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

~~CONFIDENTIAL~~
~~CONFIDENTIAL~~



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 2, 1994

SULZERMEDICA USA, INC.
% DEBBY RICKAWAY
4000 TECHNOLOGY DR.
ANGLETON, TX 77515

SUBJECT: INTERMEDICS ORTHOPEDICS, INC.
Ref. Number: W94000017045

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

We have received your document for INTERMEDICS ORTHOPEDICS, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Section 607.1502(4) or 617.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$4255.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 494A00035613



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 1, 1994

**SULZERMEDICA USA, INC.
% DEBBY RICKAWAY
4000 TECHNOLOGY DR.
ANGLETON, TX 77515**

SUBJECT: INTERMEDICS ORTHOPEDICS, INC.
Ref. Number: W94000017045

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

This letter is in response to the application by foreign corporation for authorization to transact business in Florida that was previously submitted to this office for INTERMEDICS ORTHOPEDICS, INC..

The referenced application states that the corporation has transacted business in the State of Florida since July 1, 1987. You were notified by letter dated August 2, 1994, that because of failure to obtain a certificate of authority prior to transacting business in the State of Florida, the corporation is liable for \$4256.25 in appropriate fees and penalties as set forth in Section 607.1502(4), Florida Statutes, (copy enclosed).

Until a response is received by this office concerning the prior notification, the application by foreign corporation for authorization to transact business in Florida will not be processed. If erroneous information was reflected on the previously submitted application, a sworn affidavit may be filed stating the correct date the corporation first transacted business in Florida, that the corporation did not transact business in Florida prior to the application filing year and that the information entered on such application is incorrect. Any such affidavit will be included with your original qualification documents.

Please provide your response to this letter within 30 days to avoid the necessity of further action.

If you have further questions concerning the filing of your document, please telephone the Foreign Qualification/Tax Lien Section at (904) 487-6091.

Steven Harris
Corporate Specialist

Letter No. 094A00051537

Enclosure



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 2, 1995

PETER G. DORFLINGER
INTERMEDICS ORTHOPEDICS, INC.
4000 TECHNOLOGY DR.
ANGLETON, TX 77515-4000

SUBJECT: INTERMEDICS ORTHOPEDICS, INC.
Ref. Number: W94000017045

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

**CERTIFIED MAIL #P 348 066 558
RETURN RECEIPT REQUESTED**

This letter constitutes notice that the Department of State (Department) intends to pursue all legal remedies provided in Sections 607.0130(3) and 607.1502(4), Florida Statutes, because of the failure of INTERMEDICS ORTHOPEDICS, INC. to pay the appropriate penalties and fees incurred by the transacting of business as a foreign corporation in Florida without authority. I have enclosed a copy of Sections 607.0130(3), 607.1501 and 607.1502, Florida Statutes, for your review.

The application submitted by INTERMEDICS ORTHOPEDICS, INC. for authority to transact business in Florida indicates that the corporation transacted business in Florida prior to qualifying. As a result, associated penalties and fees imposed by Section 607.1502(4), Florida Statutes, are due and owing the Department.

Penalties and fees in the amount of \$4256.25 are now due. To avoid further penalty, payment must be remitted within 15 days of receipt of this letter. Please make your check payable to the Department of State and forward it to this office.

In the event the date business was first transacted in Florida is incorrect or the activity falls under an enumerated exemption provided in Section 607.1501(2), Florida Statutes, please provide this office with an affidavit to that effect. If it is determined that the affidavit establishes either circumstance, all penalties and fees previously imposed will either be withdrawn or will be recalculated in accordance with the corrected information, and the application will be processed accordingly. If you have any questions regarding this matter, please telephone (904) 487-6091. I look forward to your response.

Sincerely,

Douglas D. Sunshine, Assistant General Counsel

Enclosures Letter No. 395A00004428

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

SULZERmedica

SULZERMEDICA USA, Inc.

4000 Technology Drive
Angleton, Texas 77515
(409) 848-6200

March 17, 1995

VIA CERTIFIED MAIL
Z 082 229 525

Douglas D. Sunshine, Esq.
Assistant General Counsel
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Intermedics Orthopedics, Inc.
Ref. Number W94000017045

Dear Mr. Sunshine:

Pursuant to your letter of February 2, 1995, I have enclosed a check in the amount of \$4,256.25 to cover the penalties and fees regarding the application by Intermedics Orthopedics, Inc. for authority to transact business as a foreign corporation in the State of Florida.

Since the Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence and check in the amount of \$70.00 submitted on July 18, 1994, to qualify Intermedics Orthopedics, Inc. was not returned, I assume that these documents are still being held by your office. If all requirements have been met, please forward your qualification for Intermedics Orthopedics, Inc. to Debby Rickaway, SULZERmedica USA, Inc., 4000 Technology Drive, Angleton, Texas 77515-4000.

If you need additional information or assistance, please do not hesitate to contact me at 409/848-4138 or by fax, 409/849-1940.

Very truly yours,

Debby Rickaway

Debby Rickaway
Legal Assistant

:dr-L3.6
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

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

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

1. Intermedics Orthopedics, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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.)

2. Delaware

(State or country under the law of which it is incorporated)

3. FEI 74-2206905

(FEI number, if applicable)

4. December 12, 1990

(Date of incorporation)

5. perpetual

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

6. July, 1987

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 4000 Technology Drive

Angleton, TX 77515-4000

(Current mailing address)

8. sale of implantable medical devices

(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:**

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation,

, 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.


(Registered agent's signature)

Kirk Hood, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 4:3

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached Exhibit A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached Exhibit A

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

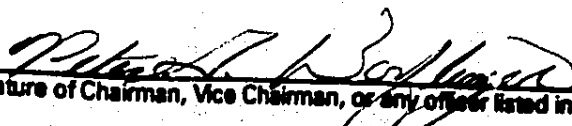
Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

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.

Peter G. Dorflinger, Secretary

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

INTERMEDICS ORTHOPEDICS, INC.
FBI 74-2206905

Sole Director

Andrè P. Buchel
4000 Technology Drive
Angleton, TX 77515-4000

Officers

Jerry L. Marlar, President
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

Patricia A. Diak, Vice President, Human Resources
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

Jeffrey L. Frizell, Vice President, Finance
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

Gary Sabins, Vice President, Sales
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

John H. Schaber, Vice President, Marketing
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

T.C. Selman, II, Vice President, Facilities
4000 Technology Drive
Angleton, TX 77515-4000

Joseph S. Skraba, Vice President, Research & Development
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

Fred D. Tripp, Vice President, Operations
1300 East Anderson Lane, Bldg. C
Austin, TX 78752

Peter G. Dorflinger, Secretary
4000 Technology Drive
Angleton, TX 77515-4000

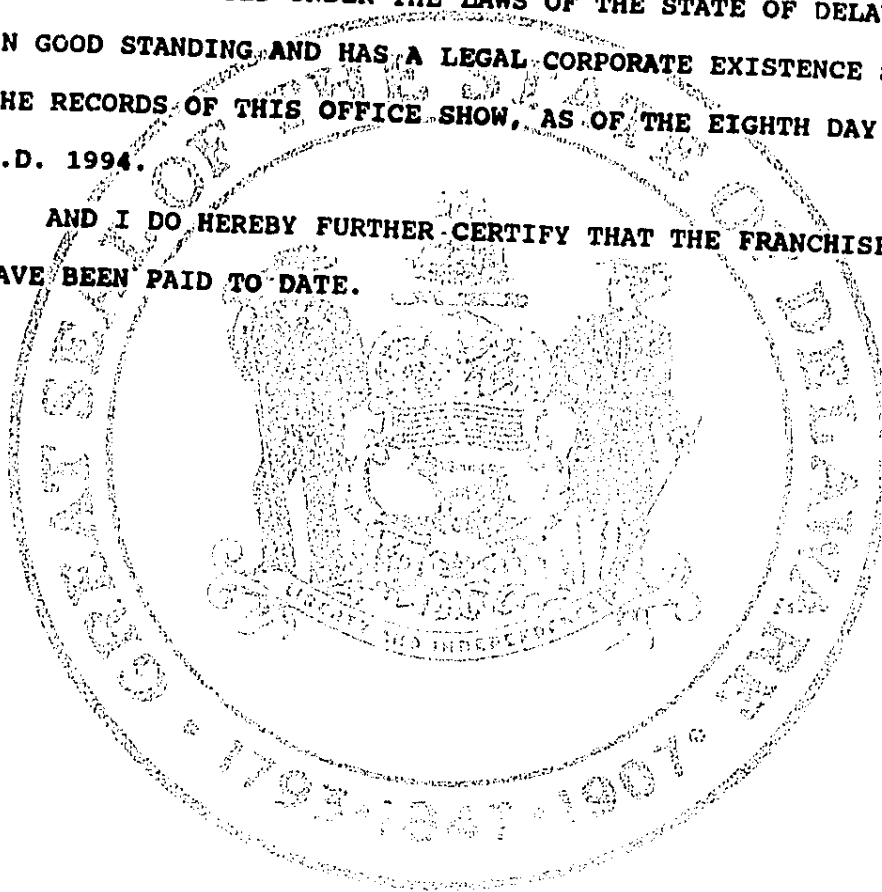
Nicholas A. Loiacono, Treasurer
4000 Technology Drive
Angleton, TX 77515-4000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERMEDICS ORTHOPEDICS, 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 EIGHTH DAY OF JULY, A.D. 1994.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 29 PM 3:43



Edw J Freel

SECRETARY OF STATE

2248958 8300

944125661

AUTHENTICATION:

DATE:

7174946

07-08-94

F95000001525

Sulzer Medica USA Inc.

4000 Technology Drive
Angleton, Texas 77515

Main (409) 848-6200

March 17, 1997

FILED
97 MAR 25 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA CERTIFIED MAIL
Z 022 001 982

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Intermedics Orthopedics, Inc.
FEI #74-2206905

200002124082--3
-03/25/97--01099--004
*****87.50 *****87.50

Dear Sir or Madam:

Intermedics Orthopedics, Inc., a Delaware corporation, changed its name to Sulzer Orthopedics Inc. effective January 27, 1997. Please find enclosed an original and one copy of Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authority to Transact Business in Florida, a certificate from the Delaware Secretary of State certifying the change of name in Delaware and a check in the amount of \$87.50 to cover the fee. Please return one certified copy of the Amended Certificate of Authority in the enclosed, postage paid envelope.

Please direct all correspondence or inquiries regarding the above-referenced company to Debby Rickaway, Sulzer Medica USA Inc., 4000 Technology Drive, Angleton, Texas 77515-4000, telephone, 409/848-4138, fax, 409/849-1940.

Thank you for your assistance in this matter.

Regards.

Debby Rickaway
Debby Rickaway
Legal Assistant

/dr
Enclosures

N/c

V8 MAR 28 1997

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.)

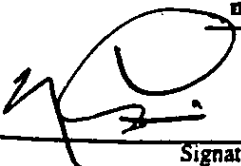
SECTION I
(1-3 MUST BE COMPLETED)

FILED
97 MAR 25 AM 10:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Intermedics Orthopedics, Inc., F95000001525
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. March 29, 1995
Incorporated under laws of Date authorized to do business in 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? January 27, 1997
5. Sulzer Orthopedics 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.
6. If the amendment changes the period of duration, indicate new period of duration.
n/a
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
n/a
New Jurisdiction


Signature

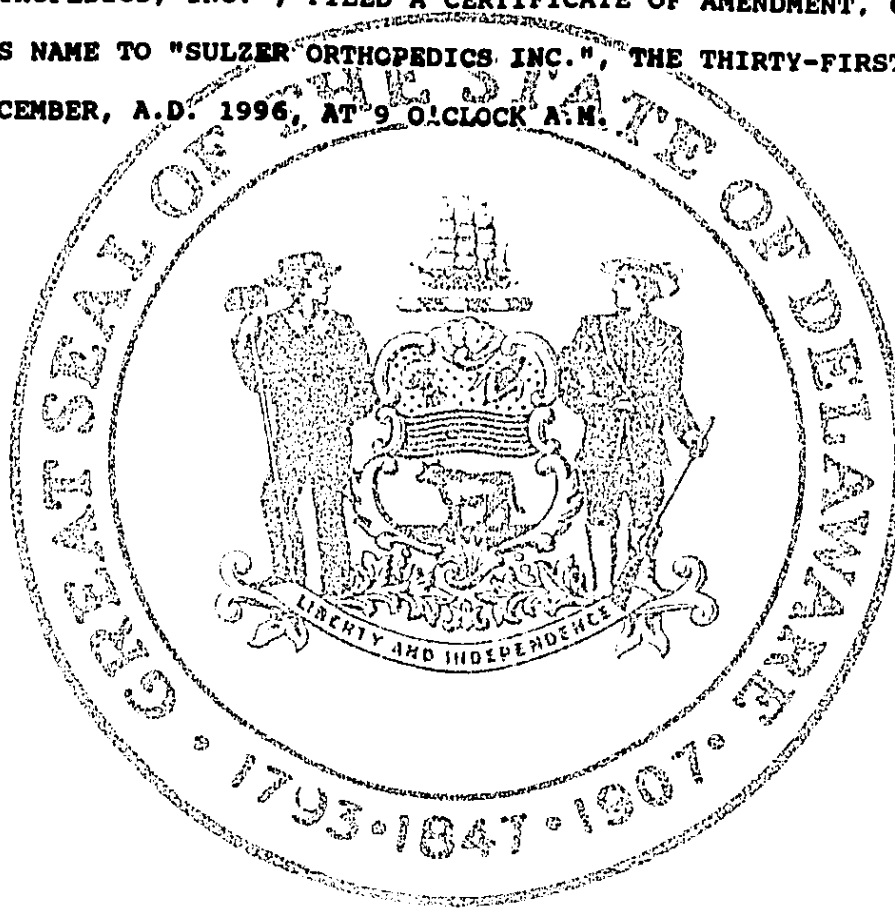
Nicholas A. Loiacono
Typed or printed name

3/4/97
Date

Secretary/Treasurer
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INTERMEDICS ORTHOPEDICS, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "SULZER ORTHOPEDICS INC.", THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2248958 8320

DATE:

8337187

971054771

02-19-97