

F95000001525

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(Business Entity Name)

(Document Number)

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JAMES BEECHER
TALLAHASSEE, FLORIDA

BS
4/2/03
KC

centerpulse

Implanting trust.

Centerpulse USA Inc.
12 Greenway Plaza
Suite 1000
Houston, Texas 77046-1203

Phone: (713) 561 6300
www.centerpulse.com

Writer's Direct No.: 713-561-6373
Fax: 713-561-6380
E-mail: Debby.Rickaway@centerpulse.com

March 25, 2003

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee FL 32399

Re: **Sulzer Orthopedics Inc.**
Document No. F95000001525

Dear Sir or Madam:

Enclosed are an original and one copy of an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida to change the name of Sulzer Orthopedics Inc. to Centerpulse Orthopedics Inc. Also enclosed is a check in the amount of \$35.00 to cover the filing fee. Please return one file-stamped copy in the enclosed Federal Express envelope.

If you have questions or need additional information, please do not hesitate to contact me.

Sincerely,



Debby Rickaway
Senior Legal Assistant

/dr
Enclosures

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Centerpulse Orthopedics Inc.
(Name of corporation)

DOCUMENT NUMBER: F95000001525

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debby Rickaway

(Name of person)

Centerpulse USA Inc.

(Name of firm/company)

12 Greenway Plaza Suite 1000

(Address)

Houston TX 77046-1203

(City/state and zip code)

For further information concerning this matter, please call:

Debby Rickaway

(Name of person)

at (713) 561-6373

(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
409 E. Gaines Street
Tallahassee, FL 32399

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)

F95000001525

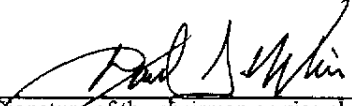
(Document number of corporation (if known))

FILED
03 MAR 26 PM 1:15
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. Sulzer Orthopedics Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 3/29/95
(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? 10/01/02
5. Centerpulse 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 of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

David S. Wise
(Typed or printed name)

March 10, 2003

(Date)

Secretary

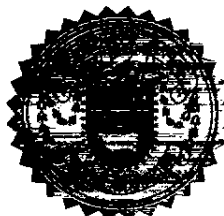
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SULZER ORTHOPEDICS INC.", CHANGING ITS NAME FROM "SULZER ORTHOPEDICS INC." TO "CENTERPULSE ORTHOPEDICS INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2002, AT 11:53 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2248958 8100

AUTHENTICATION: 2298957

030159184

DATE: 03-10-03

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
SULZER ORTHOPEDICS INC.**

Sulzer Orthopedics Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Sole Director of the Corporation, by written consent, adopt a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Certificate of Incorporation of Sulzer Orthopedics Inc. be amended by changing Article I thereof so that, as amended, said Article I shall be and read as follows:

"The name of the corporation is Centerpulse Orthopedics Inc. (hereinafter referred to as the "Corporation")."

SECOND: That the sole shareholder, by written consent, has given consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Sulzer Orthopedics Inc. has caused this Certificate to be executed by David S. Wise, its authorized officer, on this 30th day of September, 2002.



David S. Wise, Secretary