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**LIMITED LIABILITY COMPANY**

**orthosurgical implants, l.l.c.**

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**ARTICLES OF ORGANIZATION**  
**OF**  
**ORTHOSURGICAL IMPLANTS, L.L.C.**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**  
**Name and Principal Place of Business**

The name of the Limited Liability Company is: **ORTHOSURGICAL IMPLANTS, L.L.C.** The mailing address and street address of the principal office of the Limited Liability Company is:

**12244 S.W. 130<sup>th</sup> Street**  
**Miami, Florida 33186**

**ARTICLE II**  
**Purposes**

This Limited Liability Company is organized for the purpose of and shall have the power to engage in any activity or business authorized under the Florida Statutes and, in general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

**ARTICLE III**  
**Management and Exercise of Powers**

Management of this Limited Liability Company is reserved to the members. The names and addresses of the initial managing member(s) are as follows:

**Managing Members:**

**Ricardo Schoening**  
**14201 S.W. 97<sup>th</sup> Avenue**  
**Miami, Florida 33176**

**Donat Stuckenbrock**  
**14201 S.W. 97<sup>th</sup> Avenue**  
**Miami, Florida 33176**

**Peter G. Gruber**  
**9100 South Dadeland Boulevard**  
**Suite 910**  
**Miami, Florida 33156**

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**ARTICLE IV**  
**Duration**

Except as provided below, this Limited Liability Company shall exist in perpetuity or until dissolved in a manner provided by law or as provided in the regulations adopted by the members

**ARTICLE V**  
**Distributions**

After payment of the expenses of this Limited Liability Company, each member shall be entitled to a distributive share of the profits of this Limited Liability Company in accordance with an agreed upon formula or, in the absence of such formula, in proportion to each member's then outstanding contributed and not returned capital. This Article may only be amended by the unanimous consent of all of the members of the Limited Liability Company.

**ARTICLE VI**  
**Initial Registered Office and Registered Agent**

The name and the Florida street address of the Registered Agent is:

Peter G. Gruber, Esquire  
Peter G. Gruber, P.A.  
One Datan Center, Suite 910  
9100 South Dadeland Boulevard  
Miami, Florida 33156

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 689, Florida Statutes.*

  
Peter G. Gruber, Esquire  
Registered Agent

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**ARTICLE VI**  
**Amendments**

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Unless otherwise set forth herein, this Limited Liability Company reserves the right to amend or repeal any provision contained in these Articles of Organization or any amendment thereto upon the affirmative vote of the members representing a majority of then outstanding contributed and not returned capital of his limited liability company.

IN WITNESS WHEREOF, the undersigned being the original member of this Limited Liability Company, certify that this instrument constitutes the Articles of Organization of ORTHOSURGICAL IMPLANTS, L.L.C.

  
Ricardo Schoening, Managing Member

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