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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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OCT 15 2009

EXAMINER

FILED
09 OCT 14 AM 10:52
SECRETARY OF STATE
DIVISION OF CORPORATIONS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 155550 7773A

AUTHORIZATION

COST LIMIT : \$ 125.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT 14 AM 10:52

ORDER DATE : October 14, 2009

ORDER TIME : 3:05 PM

ORDER NO. : 155550-035

CUSTOMER NO: 7773A

FOREIGN FILINGS

NAME: AESCULAP IMPLANT SYSTEMS, LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: _____

File
2nd

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Aesculap Implant Systems, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 20-2280090

(FEI number, if applicable)

4. January 27, 2005

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will exist or "perpetual")

6. October 5, 2009

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 3773 Corporate Parkway

Center Valley, PA 18034

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

See attached

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Marketing, sale and distribution of surgical instruments, equipment and implants.

Scarlett H. Spence
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Scarlett H. Spence

Typed or printed name of signee

FILED
SECRETARY OF CORPORATIONS
OCT 14 AM 10:52

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Aesculap Implant Systems, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

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 608, Florida Statutes.

Corporation Service Company

BY: 

(Signature)

**Kimberly B. Moret
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Aesculap Implant Systems, LLC

Application by Foreign Limited Liability Company for Authorization to Conduct Business in Florida

9. The name and usual business addresses of the managing members or managers are as follows:

Charles A. DiNardo	3773 Corporate Parkway, Center Valley, PA 18034
Harald Stallforth	Am Aesculap-Platz, D-78532, Tuttlingen, Germany
Ira Benson	3773 Corporate Parkway, Center Valley, PA 18034
Larry D. Rubens	3773 Corporate Parkway, Center Valley, PA 18034
John F. Love	9999 Hamilton Boulevard, Tek Park Building #8, Breiningsville, PA 18031
Christian Gabriel	3773 Corporate Parkway, Center Valley, PA 18034

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AESCULAP IMPLANT SYSTEMS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF OCTOBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AESCULAP IMPLANT SYSTEMS, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2005.

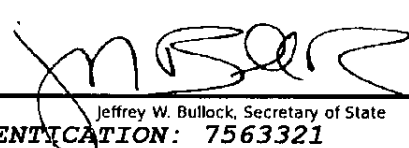
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

3917902 8300

090906430

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7563321

DATE: 10-02-09