

P02000123227

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DISSOLUTION OR WITHDRAWAL

AXOGEN CORPORATION

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ARTICLES OF DISSOLUTION  
OF AXOGEN CORPORATION  
A FLORIDA CORPORATION  
DUE TO CONVERSION  
TO A DELAWARE CORPORATION

JUNE 13, 2006

Pursuant to Section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

**FIRST:** The name of the corporation as currently filed with the Department of State:

AxoGen Corporation

**SECOND:** The document number of the corporation is P02000123227.

**THIRD:** The date dissolution was authorized: June 13, 2006.

**FOURTH:** Adoption of Dissolution:

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

**FIFTH:** On June 13, 2006 the Corporation filed a Certificate of Conversion with the Delaware Secretary of State.

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