

P02000123227

Florida Department of State
Division of Corporations
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SECRETARY OF STATE
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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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