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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

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**MIMEDX, INC.**

Certificate of Status	0
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**SECOND ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MIMEDX, INC.**

MiMedx, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is MiMedx, Inc. (the "Corporation").
2. Pursuant to Section 607.1003 of the Florida Business Corporation Act (the "Act"), these Second Articles of Amendment ("Second Articles of Amendment") amend the Amended and Restated Articles of Incorporation of the Corporation filed in the Office of the Secretary of State of the State of Florida on July 23, 2007, as amended by the Articles of Amendment to the Articles of Incorporation of the Corporation filed in the Office of the Secretary of State of the State of Florida on October 2, 2007 (as amended, the "Restated Articles").
3. These Second Articles of Amendment were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 607.1003 of the Act on January 28, 2008.
4. These Second Articles of Amendment were duly approved by holders of a majority of the shares of the Series A Convertible Preferred Stock of the Corporation, the holders of a majority of the shares of the Series B Convertible Preferred Stock of the Corporation, and the holders of a majority of the shares of the Series C Convertible Preferred Stock of the Corporation in accordance with the provisions of Section 607.1003 of the Act and the Restated Articles on February 8, 2008.
5. The Restated Articles are hereby amended as follows:
  - A. Exhibit "A" [Certificate of Designation Establishing the Designation, Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series A Convertible Preferred Stock] to the Restated Articles is hereby amended by deleting clause (ii) of Section 5(b) [Automatic Conversion], and inserting the following text in lieu thereof:

"(ii) a consolidation or merger of the Corporation with or into any other corporation, a result of which is that the Corporation's securities, or securities for which the Corporation's securities are exchanged, are publicly traded on any national or regional exchange or on the Nasdaq National Market or SmallCap Market, or quoted on the Over The Counter Bulletin Board or registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, unless the Board of Directors and the holders of a majority of the shares of Series A Preferred Stock have approved a merger agreement (or similar agreement) that provides for the holders of Series A Preferred Stock to receive consideration other than Common Stock; or";

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B. Exhibit "B" [Certificate of Designation Establishing the Designation, Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series B Convertible Preferred Stock] to the Restated Articles is hereby amended by deleting clause (ii) of Section 5(b) [Automatic Conversion], and inserting the following text in lieu thereof:

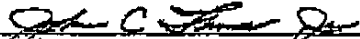
"(ii) a consolidation or merger of the Corporation with or into any other corporation, a result of which is that the Corporation's securities, or securities for which the Corporation's securities are exchanged, are publicly traded on any national or regional exchange or on the Nasdaq National Market or SmallCap Market, or quoted on the Over The Counter Bulletin Board or registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, unless the Board of Directors and the holders of a majority of the shares of Series B Preferred Stock have approved a merger agreement (or similar agreement) that provides for the holders of Series B Preferred Stock to receive consideration other than Common Stock; or";

C. Exhibit "A" [Certificate of Designation Establishing the Designation, Powers, Preferences, Limitations, Restrictions, and Relative Rights of Series C Convertible Preferred Stock] to the Articles of Amendment to the Articles of Incorporation of the Corporation filed with the Secretary of State of the State of Florida on October 2, 2007 is hereby amended by deleting clause (ii) of Section 5(b) [Automatic Conversion], and inserting the following text in lieu thereof:

"(ii) a consolidation or merger of the Corporation with or into any other corporation, a result of which is that the Corporation's securities, or securities for which the Corporation's securities are exchanged, are publicly traded on any national or regional exchange or on the Nasdaq National Market or SmallCap Market, or quoted on the Over The Counter Bulletin Board or registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, unless the Board of Directors and the holders of a majority of the shares of Series C Preferred Stock have approved a merger agreement (or similar agreement) that provides for the holders of Series C Preferred Stock to receive consideration other than Common Stock; or";

IN WITNESS WHEREOF, the undersigned has executed these Second Articles of Amendment on February 8, 2008.

MIMEDX, INC.

By:   
Name: John C. Thomas, Jr.  
Its: Secretary