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*Amend*

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DEPARTMENT OF STATE  
15 MAY 15 PM 1:57

FILED  
2015 MAY 15 PM 4:32  
TALLAHASSEE, FLORIDA  
DEPT. OF STATE

*DR*  
5/18/15

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 630936 7899423

AUTHORIZATION

COST LIMIT : \$ 43.75

ORDER DATE : May 15, 2015

ORDER TIME : 11:44 AM

ORDER NO. : 630936-005

CUSTOMER NO: 7899423

DOMESTIC AMENDMENT FILING

NAME: MIMEDX GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
MIMEDX GROUP, INC.

FILED

2015 MAY 15 PM 4:32

DEPT. OF STATE  
TALLAHASSEE, FLORIDA

MiMedx Group, 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 Group, Inc. (the "Company").
2. Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), these Articles of Amendment ("Articles of Amendment") amend the Articles of Incorporation of the Company filed in the Office of the Department of State of the State of Florida on February 28, 2008, as amended by the Articles of Merger filed in the Office of the Department of State of the State of Florida on March 31, 2008, the Articles of Amendment filed in the Office of the Department of State of the State of Florida on May 14, 2010, the Articles of Amendment filed in the Office of the Department of State of the State of Florida on August 8, 2012, and the Articles of Amendment filed in the Office of the Department of State of the State of Florida on October 31, 2012 (as amended, the "Amended Articles").
3. These Articles of Amendment were duly adopted by the Board of Directors of the Company on March 24, 2015.
4. The Articles of Amendment were duly approved by the shareholders of Company on May 14, 2015. The number of votes cast for the Articles of Amendment by the shareholders was sufficient for approval.
5. The Amended Articles are hereby amended by deleting the first paragraph of Article 3 in its entirety, and inserting the following text in lieu thereof:

**"Article 3. Capital Stock.** The total number of shares of stock which the Corporation shall have authority to issue is not more than 155,000,000 shares of capital stock, of which 150,000,000 shares shall be designated "Common Stock," at \$.001 par value per share, and 5,000,000 shares shall be designated as "Preferred Stock," at \$.001 par value per share.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on May 14, 2015.

MIMEDX GROUP, INC.

By:



Name: Alexandra O. Haden

Its: Secretary