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EXACTECH U.S., INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****EXACTECH U.S., INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida (the "Act"), the undersigned, being the Directors of Exactech U.S., Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, do hereby certify:

FIRST: The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on October 16, 2012, Document No. P12000087578.

SECOND: *Statement of Shareholder Approval.* These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Shareholders of Corporation on December 20, 2013. The number of votes cast for the amendments and restated articles of Incorporation by the shareholders were sufficient for approval. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I

The name of this Corporation is Exactech U.S., Inc.

ARTICLE II

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The address of the principal office and the mailing address of the office of the Corporation is 2320 NW 66th Ct., Gainesville, FL 32653

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock of the Corporation shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
1,000	\$0.01	Common

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ARTICLE V

The street address of the Corporation's registered office is NRAI Services, Inc., 1200 South Pine Island Road, Plantation, FL 33324 and the name of its initial registered agent at such office is NRAI Services, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws, who will serve as the Corporation's director until successors are duly elected and qualified.

The name and business address of the directors and officers of the Corporation at the time of execution of these Amended and Restated Articles of Incorporation are set forth below:

Name:	David Petty
Title:	President and Chief Executive Officer
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

Name:	Donna Edwards
Title:	Secretary
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

Name:	Joel C. Phillips
Title:	Chief Financial Officer and Treasurer
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

Name:	Bruce Thompson
Title:	Director
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

Name:	Bob Purcell
Title:	Director
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

Name:	Steve Szabo
Title:	Director
Business Address:	2320 NW 66th Ct. Gainesville, FL 32653

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ARTICLE VII

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 607.0834 of the Act, as the same exists or hereafter may be amended, (iv) for violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit.

If the Act is hereafter amended to authorize the further elimination or limitation of the liability of director and officers, then the liability of the Corporation's directors and officers shall be eliminated or limited to the fullest extent authorized by the Act, as amended.


The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers, former directors and former officers to the fullest extent not prohibited by law in existence either now or hereafter.

Article VIII

Unless otherwise provided by law, these Amended and Restated Articles of Incorporation may be altered, amended or repealed or new Articles of Incorporation may be adopted by action of the Board of Directors without the requirement of shareholder action in accordance with the Corporation's Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 13th day of January, 2009.

For Exactech U.S., Inc.



By: Donna Edwards

Title: Secretary

Date: December 20, 2013

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REGISTERED AGENT**ACCEPTATION AND RATIFICATION OF APPOINTMENT**

The undersigned, having been named as Registered Agent and to accept service of process for Exactech U.S., Inc., at the place designated in these Amended and Restated Articles of Incorporation, hereby accepts and ratifies the appointment as registered agent and agrees to continue to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent, as provided in Florida Statutes Section 607.0505.

Dated this 20th of December, 2013.

NRAI Services, Inc.

By: Name: Michele HoldenTitle: Assistant Secretary

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