

HOWMEDICA OSTEONICS CORP. 9010185

**Secretary of State**  
**Business Services and Regulation**

Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

CONTROL NUMBER : 4010185 FP  
DATE EFFECTIVE (GA) : MAY 23, 1990  
JURISDICTION : NEW JERSEY  
EXAMINER : SANDRA JEAN SNOW  
TELEPHONE : 404-656-2811

MAILED TO:

OSTEONICS CORP./ERIC LUM  
59 ROUTE 17  
ALLENTOWN NJ 07401

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS  
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE  
SEAL OF MY OFFICE, THAT

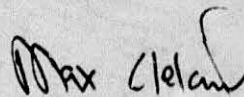
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"OSTEONICS CORP."  
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HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE JURISDICTION SET  
FORTH ABOVE AND HAS FILED AN APPLICATION, MEETING THE REQUIREMENTS  
OF O.C.G.A. SEC. 14-2-314, (PROFIT CORPORATION) OR O.C.G.A. SEC. 14-  
3-245, (NON-PROFIT CORPORATION) TO TRANSACT BUSINESS IN THIS STATE.

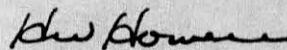
WHEREFORE, BY THE AUTHORITY VESTED IN ME AS CORPORATIONS  
COMMISSIONER OF THIS STATE, AND PURSUANT TO O.C.G.A. SEC. 14-2-315,  
THIS CORPORATION IS HEREBY GRANTED THIS CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS IN THE STATE OF GEORGIA FOR THOSE PURPOSES  
SET FORTH IN ITS APPLICATION, SO LONG AS THE CORPORATION RETAINS  
ITS AUTHORITY TO DO SUCH BUSINESS IN ITS JURISDICTION OF  
INCORPORATION, AND SO LONG AS ITS AUTHORITY TO DO BUSINESS IN THIS  
STATE HAS NOT BEEN SUSPENDED, REVOKED, OR SURRENDERED AS PROVIDED  
FOR IN O.C.G.A. SEC. 14-2-1 ET SEQ.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA  
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: MAY 30, 1990



MAX CLELAND  
SECRETARY OF STATE



H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222  
Outside Metro-Atlanta

98 028

368 000

**OSTEONICS CORP.**  
**59 Route 17**  
**Allendale, NJ 07401**

**DIRECTORS**

John W. Brown  
P.O. Box 4085  
Kalamazoo, MI 49003-4085

Alex Khowaylo  
59 Route 17  
Allendale, NJ 07401

David J. Simpson  
P.O. Box 4085  
Kalamazoo, MI 49003-4085

**OFFICERS**

Alex Khowaylo, Chairman  
59 Route 17  
Allendale, NJ 07401

Edward B. Lipes, President  
59 Route 17  
Allendale, NJ 07401

David J. Simpson, Vice President  
and Secretary  
P.O. Box 4085  
Kalamazoo, MI 49003-4085

Jon Kramer, Vice President, Sales  
59 Route 17  
Allendale, NJ 07401

Michael T. Manley, Vice President,  
Science & Technology  
59 Route 17  
Allendale, NJ 07401

David S. Washburn, Vice President  
59 Route 17  
Allendale, NJ 07401

Robert D. Monk, Treasurer  
P.O. Box 4085  
Kalamazoo, MI 49003-4085

# State of New Jersey



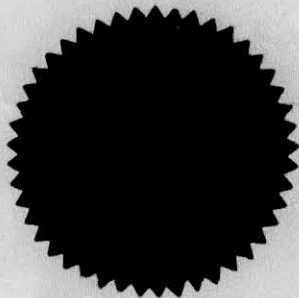
## Department of State

PRECISION CAST SPECIALITIES, INC.

I, the Secretary of State of the State of New Jersey, DO HEREBY CERTIFY, that the records of this office show that the charter of the above-named corporation was filed in this office on the 16th day of November A.D. 1977 and said corporation changed its corporate name to: OSTRONICS CORP. on January 19, 1979 and so far as the records of this office show said corporation continues as an existing corporation in the State of New Jersey. At the time of issuance of this certificate Annual Reports are current.

I, FURTHER CERTIFY, that the location of the registered office is 28 West State Street, Trenton, New Jersey 08608 and the registered agent is Corporation Trust Company.

TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton this 4th day of April A.D. 1990.



*Joan Haberk*  
 SECRETARY OF STATE

# OSTEONICS



May 15, 1990

Ms. Sandra Snow, Examiner  
Business Services and Regulations  
2 Martin Luther King Jr. Drive  
Atlanta, GA 30334

Re: Osteonics Corp.  
Application for Certificate of Authority

Dear Ms. Snow:

Enclosed please find the following items:

1. Application for Certificate of Authority.
2. Certificate of Good Standing issued by the State of New Jersey on April 4, 1990.
3. Deficient Corporate Filing Notice dated April 30, 1990.

You will note that we have previously submitted to your office a total of \$1,870 for this Certificate of Authority, as follows:

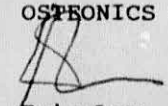
10/88	Initial Application Fee	\$ 150.00
4/03/90	Penalties	1,550.00
4/19/90	Reapplication Fee	<u>170.00</u>
		<u>\$1,870.00</u>

I believe you now possess all documents and payments necessary to process our application. I ask that you do so as soon as possible.

Please direct all correspondence regarding this application to my attention.

Yours very truly,

OSTEONICS CORP.

  
Eric Lum  
Tax Manager

:mlp

Enclosures - As stated  
59 Route 17, Allendale, NJ 07401-1677 •



MAX CLELAND  
Secretary of State  
State of Georgia

BUSINESS SERVICES AND REGULATION  
Suite 315, West Tower  
2 Martin Luther King Jr. Drive  
Atlanta, Georgia 30334

J. F. GULLION  
Director

Form A102	DEFICIENT CORPORATE FILING NOTICE	Eff: 7/89
Ostonous Corporation 59 Route 17 Allendale NJ 07401		Date: 4/30/90 Examiner: SANDRA SNOW Telephone: 656-2812 Charter #:
<b>CORRECTIONS TO BE MADE BY APPLICANT.</b> <b>IMPORTANT: RETURN THIS FORM WITH THE REQUESTED CORRECTIONS.</b>		
Amount Paid: \$	170.00	Docket Number: 90114529
RE: Ostonous Corporation		
<input type="checkbox"/> Incorrect fee. <input type="checkbox"/> Secretary of State \$ _____ <input type="checkbox"/> Failure to sign _____ <input type="checkbox"/> Failure to include _____ <input type="checkbox"/> Corporate name does not satisfy requirements of Code Section 14-2-401. <input type="checkbox"/> Failure to include mailing address of the principal office. (This is required by O.C.G.A. § 14-2-202) <input type="checkbox"/> Failure to attach Form A100, as revised July 1, 1989. (This form includes the certification of request for publication required by O.C.G.A. § 14-2-201.1) <input type="checkbox"/> Failure to submit articles of incorporation with Form A100. <input type="checkbox"/> Failure to include number of shares corporation is authorized to issue. <input type="checkbox"/> Failure to include street address and county of corporation's initial registered office/the name of the initial registered agent at that office. <input type="checkbox"/> Failure to include name and address of each incorporator. <input type="checkbox"/> Failure to file certificate of existence from home state. This document must be certified by the home state within 90 days of filing in Georgia. <input type="checkbox"/> Corporation has not filed its annual registration for the years _____ . Complete the enclosed annual registration form and return with a check for \$ _____ for accumulated fees.		
<input checked="" type="checkbox"/> OTHER: Please complete attached application and return with good standing and deficient notice. (Please # to call back)		
If the Articles of Incorporation are refiled within thirty days with the above noted deficiency(ies) corrected, they will be filed as of the original date received. Filings are deemed abandoned after sixty days. Fees are non refundable.		

SSDL SYSDATE 04/24/90

\*\*\* DOCKET \*\*\*

DOCKET# ----- CORPORATION NAME ----- TYPE DISP  
90114529 OSTEONICS CORP. FP 72  
## Inv/Rec Amount : \$ 170.00 Cntr-trans 1/R R

BILL-TO INFORMATION :

Name: OSTEONICS CORPORATION

Addr: 59 ROUTE 17

City: ALLENDALE

State: NJ Zip: 07401

COMMENT:

COMMAND: ENTER (C)ontinue (S)top (I)nvoice/receipt processor

MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N



MAX CLELAND  
Secretary of State  
State of Georgia

**BUSINESS SERVICES AND REGULATION**

Suite 315, West Tower  
2 Martin Luther King Jr., Drive  
Atlanta, Georgia 30334  
(404) 656-2817

A100F

Eff. 7/1/89  
J. F. GULLION  
Director

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

I.	Filing Date: 5/23/90	Code: _____	Docket Number: _____
	Assigned Exam: _____	Amount: \$ _____	By: 72
	Control Number: 9010115	Completed: 5/20/90	

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II.	Corporate Name: Osteonics Corp.
	Mailing Address: 59 Route 17
	City: Allendale State: NJ Zip Code: 07401
III.	Fees Submitted By: Osteonics Corp.
	Amount Enclosed: \$ 170.00 Check Number: 16980
IV.	Name of Registered Agent in Georgia: CT Corporation System
V.	Registered Office in Georgia: 40 CT Corporation System 2 Peachtree Str. NW
	City: Atlanta State: GA Zip Code: 30383
VI.	Date Incorporated: 1/16/77 Home State: New Jersey Corporate Duration: Perpetual
	Check One: <input checked="" type="checkbox"/> Profit OR <input type="checkbox"/> Non-Profit
VII.	Date Business Commenced (or Proposed) in Georgia: February 1, 1987
VIII.	Officer: See attached list Address: _____
	Officer: _____ Address: _____
	Officer: _____ Address: _____
	Director: _____ Address: _____
	Director: _____ Address: _____
	Director: _____ Address: _____
IX.	Applicant/Attorney: David J. Simpson Telephone: 616-385-2600
	Address: 2725 Fairfield Rd
	City: Kalamazoo State: MI Zip Code: 49002

NOTICE: Attach Certificate of Existence from home state, Secretary of State filing fee (Profit-\$170.00; Nonprofit-\$70.00) and mail to Secretary of State at above address.

Authorized Signature: \_\_\_\_\_

David J. Simpson  
Vice President/Secretary

Date: 5/16/90

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 020880475  
CONTROL NUMBER : K010185  
DATE AUTHORIZED: 05/23/1990  
JURISDICTION : NEW JERSEY  
EFFECTIVE DATE : 03/19/2002  
REFERENCE : 0045  
PRINT DATE : 03/29/2002  
FORM NUMBER : 626

CT CORPORATION SYSTEM  
PATTIE HARDY  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

**AMENDED CERTIFICATE OF AUTHORITY WITH NAME CHANGE**

I, Cathy Cox, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**OSTEONICS CORP.**  
**A FOREIGN PROFIT CORPORATION**

incorporated under the laws of the jurisdiction stated above and authorized to transact business in Georgia on the date stated above, has amended its application to transact business by the filing of an amendment changing its name to

**HOWMEDICA OSTEONICS CORP.**

and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Cathy Cox*

Cathy Cox  
Secretary of State



Cathy Cox  
Secretary of State

**CORPORATIONS DIVISION**

Suite 315 West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530  
(404) 656-2817

CT CORPORATION SYSTEM  
RUDENE REMBERT  
1201 PEACHTREE STREET, NE  
ATLANTA, GA 30361

Reservation Number : 020140797  
Control Number : K010185  
Date Authorized : 05/23/1990  
Jurisdiction : NEW JERSEY  
Amount Due : \$35.00  
Print Date : 01/14/2002  
Form Number : 516

**APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY  
OF**

**OSTEONICS CORP.  
A FOREIGN PROFIT CORPORATION**

An amended certificate of authority must be obtained only if a foreign corporation changes its corporate name, its period of duration, or the state or country of its incorporation. Attach a certificate issued by an official of the corporation's jurisdiction of incorporation attesting to the occurrence of the amendment. Photostated or faxed copies of the certificates will not be accepted.

Complete (where applicable) and return all copies of this form with a check made payable to the Secretary of State for the amount due above which represents the filing fee and (if due) the annual fees.

The name by which the corporation will hereafter be known is

HOWMEDICA OSTEONICS CORP.

NEW PERIOD OF DURATION : NO CHANGE

NEW JURISDICTION : NO CHANGE

SECRETARY OF STATE  
CORPORATIONS DIVISION  
2002 MAR 19 A 11:09

Dean H. Berg  
Signature of Corporate Officer

2/27/02  
Date

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
CERTIFICATE OF NAME CHANGE

HOWMEDICA OSTEONICS CORP.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that on December 31, 1998,  
a name change certificate was duly filed in this  
office, changing the business name from:  
**Osteonics Corp.***

*to:  
**Howmedica Osteonics Corp..***



*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
11th day of March, 2002*

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E McCormac, CPA  
State Treasurer