

Filing Fee: \$20.00

ID Number: 304538



**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS**

Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
CORPORATIONS DIV  
2009 AUG 13 AM 11:26

**LIMITED PARTNERSHIP**

**STATEMENT OF CHANGE OF SPECIFIED OFFICE  
AND/OR REGISTERED AGENT**

Pursuant to the provisions of Sections 7-13-4 of the General Laws, 1956, as amended, the undersigned authorizes a change of its specified office and/or its registered agent in the state of Rhode Island as follows:

1. The name of the limited partnership is:

Otto Bock Healthcare US Participation, L.P.

2. The address of the specified office at which shall be kept the records required by Section 7-13-5 to be maintained as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

*(Applicable to domestic limited partnerships only)*

3. The address of the NEW specified office at which shall be kept the records required by Section 7-13-5 to be maintained is:

*(Applicable to domestic limited partnerships only)*

4. The name of the registered agent for service of process as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

CT Corporation System

5. The name of the NEW registered agent for service of process is:

National Corporate Research, Ltd.

6. The address of the registered agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:

155 South Main Street, Suite 301 Providence RI 02903

7. The NEW address of the registered agent is:

222 Jefferson Boulevard, Warwick RI 02888

Under penalty of perjury, I declare that the information contained herein is true and correct.

Date: 08/05/2009

Otto Bock Healthcare US Participation, L.P.

Print Name of Limited Partnership

11:26  
**FILED**  
AUG 13 2009  
By JrB96625

By Jill M. Bequette Power  
General Partner of 1 Aty

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN )

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, (Stephen Carr, Secretary) of (Otto Bock Healthcare LP), a (Minnesota) limited partnership ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Janine Bequette or Kathy Butler, Assistant Secretary of National Corporate Research, Ltd., attorney-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earliest to occur of (i) completion and filing of the documents necessary to effect the change in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to National Corporate Research, Ltd.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 29<sup>th</sup> day of July, 2009.

(Otto Bock Healthcare LP)

BY: Stephen Carr  
(Stephen Carr)  
(Secretary)

Subscribed and sworn to before me this 29<sup>th</sup> day of July, 2009.



Stephanie J. Fields  
Notary Public

**Addendum**

**Subsidiary Entities**

[INSERT SUBSIDIARY OR AFFILIATE LIST OF ENTITIES]

Otto Bock HealthCare LP

Otto Bock Orthopedic Services LLC

Otto Bock HealthCare U.S., Inc.

Otto Bock HealthCare US Participation LP

Otto Bock HealthCare US Management Inc.

Otto Bock HealthCare Manufacturing US LLC