

Filing Fee: \$20.00

ID Number: 000506815



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

LIMITED LIABILITY COMPANY

STATEMENT OF CHANGE OF RESIDENT AGENT

Pursuant to the provisions of Section 7-16-11 of the General Laws, 1956, as amended, the undersigned authorizes a change of its resident agent and the address of its resident agent in the state of Rhode Island as follows:

1. The name of the limited liability company is:
SYNTHESES USA SALES, LLC
2. The address of the resident 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
3. The NEW address of the resident agent is:
222 Jefferson Boulevard, Warwick, RI 02888
4. The name of the resident agent as PRESENTLY shown in the records on file with the Rhode Island Secretary of State is:
C T Corporation System
5. The name of the NEW resident agent is:
National Corporate Research, Ltd.
6. The appointment of a new resident agent and the change of address of the resident agent, as the case may be, shall become effective upon the filing of this statement.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 FEB 14 AM 11:35

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

Date: _____

SYNTHESES USA SALES, LLC
Print Name of Limited Liability Company

FILED

FEB 14 2011

[Signature]
Signature of Authorized Person

Lois Dawson, Power of Attorney

BY 137192 11:35

STATE OF PENNSYLVANIA
COUNTY OF CHESTER

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT, Joseph Fisher, Secretary of Synthes USA HQ, Inc., a Delaware corporation ("the Company"), and of the subsidiary entities shown on the list appended hereto, does hereby appoint Lucy Dawson, Kathy Butler, Mark Thomas, Amy Brown or Alexis Cassidy as Assistant Secretary of National Corporate Research, Ltd., attorney-in-fact for the Company and for the subsidiary entities attached to this Power of Attorney as the Addendum, 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 within the United States.

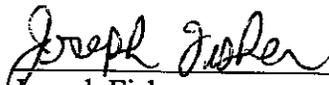
In the execution of any documents necessary for the purposes set forth herein, in the case of entities having managers or other positions of authority rather than officers such as Authorized Person, the named individuals shall act in such office and with such authority as is required to effect the changes 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 3rd day of January, 2011.

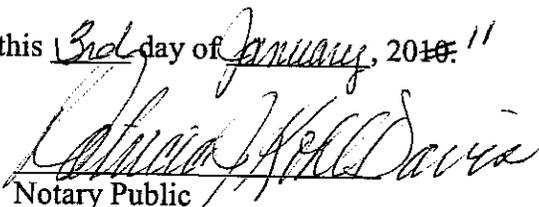
Synthes USA HQ, Inc.

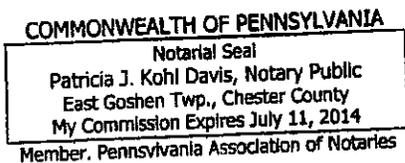
BY:



Joseph Fisher
Secretary

Subscribed and sworn to before me this 3rd day of January, 2011.


Notary Public



Addendum

Subsidiary Entities

Synthes USA, LLC
Synthes USA Sales, LLC
Synthes USA Products, LLC
Synthes USA Development Center, LLC
N Spine, Inc.
Spine Solutions, Inc.
Synthes Corporate, Inc.
Subsidiary Canada, Inc.
Synthes LAT, Inc.