

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is ACell Inc
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

ACell Inc

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is 06/14/1999 and the period of its duration is Perpetual
5. The address of its principal office is 6640 Eli Whitney Dr., Suite 200, Columbia, MD 21046
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island is C T Corporation System

RECEIVED SECRETARY OF STATE CORPORATIONS DIV 2012 MAR 21 PM 2:22

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: SEE ATTACHMENT

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Table with 2 columns: Name, Address. Row 1: Director, SEE ATTACHMENT, [blank]. Row 2: Director, [blank], [blank]. Row 3: Director, [blank], [blank]. Row 4: Director, [blank], [blank].

FILED MAR 21 2012 BY [Signature]

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	<u>SEE ATTACHMENT</u>	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) \$ 3,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. {divide (b) by (a) and multiply by 100 to obtain the percentage}
11. (a) \$ 50,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 100,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) .002 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. {divide (b) by (a) and multiply by 100 to obtain the percentage}
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____.

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12-27-11

Edward O'Brien
Signature of Authorized Officer of the Corporation

Edward O'Brien
Type or Print Name of Authorized Officer

ACell, Inc.
Purpose Clause

Sale of extra cellular matrix medical device (as defined by the FDA) for use in wound care and surgical applications. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of New Hampshire.

ACell Inc.

Names and Mailing addresses of Officers and Directors of Corporation

James R. DeFrancesco – CEO – 6640 Eli Whitney Dr., Suite 200, Columbia, MD 21046
Rodney Bosley – President – 6640 Eli Whitney Dr., Suite 200, Columbia, MD 21046
Edward O'Brien – Treasurer - 6640 Eli Whitney Dr., Suite 200, Columbia, MD 21046
Miles Grody – Secretary - 6640 Eli Whitney Dr., Suite 200, Columbia, MD 21046

ACell Inc. Summary of Shares as of January 2012

Par Value - .001

Authorized Shares – 53,190,251

Preferred

Series A – Authorized Shares – 2,000,000

Series B – Authorized Shares – 2,000,000

Series C – Authorized Shares – 30,000,000

Series D – Authorized Shares – 10,000,000

Common

Authorized – 50,000,000

Issued Shares – 49,360,478

Series A – 891,000

Series B – 1,832,675

Series C – 23,393,694

Series D – 6,428,545

Common – 1,704,721

>= 5% Holdings

James DeFrancesco – 16%

Flemming Velin – 8%

John Haugo – 7%

John J. McDonnell, Jr – 5.5%

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ACELL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ACELL, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 1999.

3055969 8300

120153266

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9357677

DATE: 02-10-12



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

