

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SMITH & NEPHEW, INC.**

SMITH & NEPHEW, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the board, duly adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article FOURTH thereof so that, as amended, said Article shall be and read as follows:

"FOURTH: The total number of shares that the Corporation is authorized to issue is 3,000 shares of common stock with a par value of \$0.01 per share." The rights of the Corporation's sole stockholder to receive dividends which have accrued but have not been declared on the outstanding shares of the Corporation's previously-authorized non-cumulative Voting Preferred Stock, \$100 par value per share, are hereby canceled.

SECOND: That in lieu of a meeting and vote of the Corporation's sole stockholder, the sole stockholder has given its written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FOURTH: That this Certificate of Amendment to the Certificate of Incorporation of Smith & Nephew, Inc. shall be effective on June 30, 2002.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the undersigned officer as of the 27th day of June, 2002.

SMITH & NEPHEW, INC.

By: Dennis Watson
Name: Dennis Watson
Title: Assistant Secretary

Delaware

The First State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SMITH & NEPHEW, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2002, AT 2:15 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF JUNE, A.D. 2002.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 5 11 51 AM '03

FILED

MAY 05 2003

By TMF
318240



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2368252

DATE: 04-16-03