

Filing and License Fee: \$310.00 minimum

ID Number: 1519172



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

**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 Howmedica Osteonics Corp.
- 2. It is incorporated under the laws of New Jersey
- 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:*

(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 11/16/1977 and the period of its duration is Perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 325 CORPORATE DRIVE, MAW WAH, New Jersey 07401

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is C T Corporation System  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Sale of orthopaedic implants. 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 its jurisdiction of incorporation.

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)

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached</u>	
Director		
Director		
Director		

**FILED**

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By [Signature] 83243

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CORPORATIONS DIVISION

(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>
<u>60000</u>	<u>COMMON</u>	<u>COMMON</u>	<u>0.00 NPV</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 564000000.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 1000.0000.
- (c) 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, is 0% % [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1401000000.0000.
- (b) 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 is \$ 8500000.0000.
- (c) 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 is 0.61% % [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 90<sup>th</sup> 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: 11/11/05

\_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
ERIC LUM, Vice-President, Tax  
 Type or Print Name of Authorized Officer

**HOWMEDICA OSTEONICS CORP**

List of Corporate Officers  
FEIN: 22-2183590

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>DIRECTOR</u></b>	<b><u>SSN</u></b>	<b><u>BUSINESS ADDRESS</u></b>
Stephen P. MacMillan	CEO	Y	142-50-0846	2725 Fairfield Rd., Kalamazoo, MI 49002
Michael P. Mogul	President	Y	379-72-6981	325 Corporate Dr., Mahwah NJ 07430
Eric Lum	VP - Tax	N	373-70-9154	2725 Fairfield Rd., Kalamazoo, MI 49002
Christopher F. Homrich	Treasurer	N	379-74-3259	2725 Fairfield Rd., Kalamazoo, MI 49002
Thomas Winkel	VP - Administration, Secretary	N		2725 Fairfield Rd., Kalamazoo, MI 49002

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

HOWMEDICA OSTEONICS CORP.

0100051105

*With the Previous or Alternate Name*

*OSTEONICS CORP. (Previous Name)*

*PRECISION CAST SPECIALITIES, INC. (Previous Name)*

*STRYKER ORTHOPAEDICS (Alternate Name)*

*I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on November 16, 1977.*

*As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.*

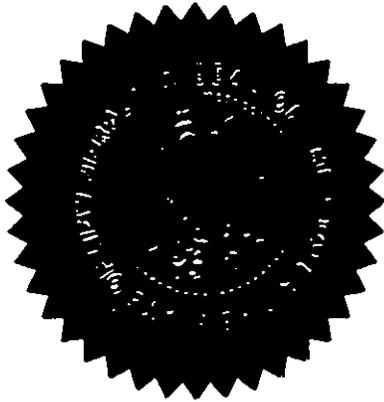
*I further certify that the registered agent and registered office are:*

*Corporation Trust Company  
820 Bear Tavern Road  
West Trenton, NJ 08628 0000*

*Continued on next page . . .*

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
SHORT FORM STANDING

HOWMEDICA OSTEONICS CORP.



*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
22nd day of November, 2005*

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

*John E McCormac, CPA  
State Treasurer*