

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF

STRYKER SALES CORPORATION

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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:

FIRST: The name of the corporation is STRYKER SALES CORPORATION

SECOND: The name which it elects to use in Rhode Island is

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Michigan

FOURTH: The date of its incorporation is December 21, 1989 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 2725 Fairfield Road, Kalamazoo, Michigan 49002

SIXTH: The address of its proposed registered office in Rhode Island is 123 Dyer Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

to engage in the manufacture and sale of medical products including related services.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED RIDER	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common		.10

TENTH: The aggregate number of its issued shares, 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 per Share or Statement that Shares are without Par Value</u>
1,000	Common		.10

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 1,500,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 0

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 10,000,000

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 12,000

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Feb. 7, 1942

STRYKER SALES CORPORATION
[Exact Corporate Name of Corporation Making Application]

By Roll A. Elenbaas
Ronald A. Elenbaas, Its President
and David J. Simpson
David J. Simpson, Its Secretary

STATE OF Michigan
COUNTY OF Kalamazoo } So.

At _____ in said County on the 7th day
of February, 1942, before me personally appeared
Ronald A. Elenbaas, who being by me first duly sworn, declared that
he is the President of Stryker Sales Corporation,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Marilyn E. Pemberton
Notary Public

(NOTARIAL SEAL)

MARILYN EMBERTON,
Notary Public, Kalamazoo County, Michigan
My Commission Expires July 14, 1941

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
JUL 10 2 53 PM '90

164394

Rec'd & Filed MAY 22 1991
#111159758

RIDER

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JOHN W. BROWN	Chairman & Director	6464 Liteolier Portage, MI 49002
RONALD A. ELENBAAS	President & Director	1949 Idlewild Richland, MI 49083
DAVID J. SIMPSON	Vice President, Secretary & Director	3045 Kalarama Kalamazoo, MI 49002
ROBERT D. MONK	Treasurer	375 Montague Portage, MI 49002

RECEIVED
SECRETARY OF STATE
CORRESPONDENCE
MAY 22 10 53 AM '91

MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU

(FOR BUREAU USE ONLY)

FILED

Date Received

DEC 21 1989

DEC 21 1989

Administrator
MICHIGAN DEPARTMENT OF COMMERCE
Corporation & Securities Bureau

EFFECTIVE DATE:

CORPORATION IDENTIFICATION NUMBER

3 4 6 - 1 4 8

ARTICLES OF INCORPORATION

For use by Domestic Profit Corporations

(Please read instructions and Paperwork Reduction Act notice on last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, as amended, the undersigned corporation executes the following Articles:

Article I

The name of the corporation is:

STRYKER SALES CORPORATION ✓

Article II

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Business Corporation Act of Michigan, including design, development, manufacturing, marketing and sale of medical products and related services. the

Article III

The total authorized capital stock is:

1. Common Shares 1,000 Par Value Per Share \$.10

Preferred Shares -- Par Value Per Share \$ --

and/or shares without par value as follows:

2. Common Shares -- Stated Value Per Share \$ --

Preferred Shares -- Stated Value Per Share \$ --

3. A statement of all or any of the relative rights, preferences and limitations of the shares of each class is as follows:

N/A

Article IV

1. The address of the registered office is: c/o THE CORPORATION COMPANY,

615 Griswold Street,

DETROIT

Michigan

48226

(Street Address)

(City)

(ZIP Code)

2. The mailing address of the registered office if different than above:

N/A

(P.O. Box)

(City)

Michigan

(ZIP Code)

3. The name of the resident agent at the registered office is:

THE CORPORATION COMPANY

Article V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

David E. Alpine

Breed, Abbott & Morgan

153 East 53rd Street

New York, New York 10022

Article VI (Optional. Delete if not applicable)

~~When a compromise or arrangement or a plan of reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or a reorganization, agree to a compromise or arrangement or a reorganization of this corporation as a consequence of the compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the shareholders or class of shareholders and also on this corporation.~~

Article VI (Optional. Delete if not applicable)

Any action required or permitted by the Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing.

Use space below for additional Articles or for continuation of previous Article. Please identify any Article being continued or added. Attach additional pages if needed.

I (We), the incorporator(s) sign my (our) name(s) this 20th day of December, 19 89.

Dil E. Afari

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS
INDICATED IN THE BOX BELOW. Include name, street and number
(or P.O. box), city, state and ZIP code.

Name of person or organization
remitting fees:

CT Corporation System
1633 Broadway
New York, New York 10019

HH John Brunson

Preparer's name and business
telephone number:

David E. Alpine

(212) 888-0800

INFORMATION AND INSTRUCTIONS

1. The articles of incorporation cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.
Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of Act 284, P.A. of 1972, by one or more persons for the purpose of forming a domestic profit corporation.
4. Article I — The corporate name of a domestic profit corporation is required to contain one of the following words or abbreviations: "Corporation", "Company", "Incorporated", "Limited", "Corp.", "Co.", "Inc.", or "Ltd."
5. Article II — State, in general terms, the character of the particular business to be carried on. Under section 202(b) of the Act, it is sufficient to state substantially, alone or without specifically enumerated purposes, that the corporation may engage in any activity within the purposes for which corporations may be organized under the Act. The Act requires, however, that educational corporations state their specific purposes.
6. Article III (2) — The Act requires the incorporators of a domestic corporation having shares without par value to submit in writing the amount of consideration proposed to be received for each share which shall be allocated to stated capital. Such stated value may be indicated either in item 2 of article III or in a written statement accompanying the articles of incorporation.
7. Article IV — A post office box may not be designated as the address of the registered office. The mailing address may differ from the address of the registered office only if a post office box address in the same city as the registered office is designated as the mailing address.
8. Article V — The Act requires one or more incorporators. The address(es) should include a street number and name (or other designation), city and state.
9. The duration of the corporation should be stated in the articles only if the duration is not perpetual.
10. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated as an additional article.
11. The articles must be signed in ink by each incorporator. The names of the incorporators as set out in article V should correspond with the signatures.
12. FEES: Filing fee \$10.00
Franchise fee — ½ mill (.0005) on each dollar of authorized
capital stock, with a minimum franchise fee of \$25.00
Total minimum fees (Make remittance payable to State of Michigan)..... \$35.00

12. Mail form and fee to:

Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division, P.O. Box 30054,
6546 Mercantile Way, Lansing, MI 48909, Telephone: (517) 334-6302

MICHIGAN
DEPARTMENT OF COMMERCE

I hereby certify that this is a true and complete copy
of the 4 page document on file in this office,

APR 24 1991

A. J. L. Lison

DIRECTOR, CORPORATION & SECURITIES

C & S 172a

by: *JH*