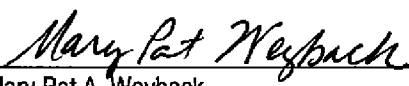


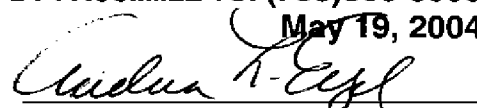
**DRINKER BIDDLE & REATH LLP**

1500 K Street, N.W., Suite 1100  
 Washington, D.C. 20005-1209  
 (202) 842-8800

<p>1. NAME OF CONVEYING PARTY:</p> <p>Innovasive Devices, Inc.          A Massachusetts corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p><b>DePuy Mitek, Inc.</b>          A Massachusetts corporation          734 Forest Street          Marlborough, Massachusetts 01752-3032</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment  <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement  <input checked="" type="checkbox"/> <b>Change of Name</b>  <input type="checkbox"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: <b>December 8, 2003</b>          3B. EFFECTIVE DATE: <b>December 29, 2003</b></p>	<p>2A. ASSIGNEE A FOREIGN ENTITY:</p> <p>No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>N/A</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached? <b>NO</b></p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p><b>Reg. No. 2,194,355 – CUFF LINK</b></p> <p>Additional numbers attached? <b>NO</b></p>
<p>Mary Pat A. Weyback          Drinker Biddle &amp; Reath LLP          1500 K Street, N.W., Suite 1100          Washington, D.C. 20005-1209          Ph: 202-842-8800</p>	
<p>6. TOTAL NUMBER OF TITLES: <b>1</b></p> <p>7. TOTAL FEE: <b>\$40.00</b></p> <p>8. CHARGE FEES TO: <b>DEPOSIT ACCT. NO. 50-0573</b></p> <p>Our Ref: 31139.3658G/196392</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p>          _____          Mary Pat A. Weyback          Date: May 19, 2004          Page 1 of 5</p>

CH \$40.00 500573 2194355

FILED BY FACSIMILE TO: (703)306-5995  
 May 19, 2004

  
 \_\_\_\_\_

FEDERAL IDENTIFICATION NO. \_\_\_\_\_

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

## RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B, Section 74)

Name Approved

Wc, R. Bianchi \_\_\_\_\_, \*President / ~~XXXXXXXXXX~~

and S. M. Rosenberg \_\_\_\_\_, \*Clerk / ~~XXXXXXXXXX~~

of Innovasive Devices, Inc.  
(Exact name of corporation)

located at 734 Forest Street, Marlborough, Massachusetts 01752-3032  
(Street address of corporation Massachusetts)

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on November 19th, 20 03 by a vote of the directors/or:

1 shares of common stock of 1 shares outstanding  
(type, class & series, if any)  
\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding, and  
(type, class & series, if any)  
\_\_\_\_\_ shares of \_\_\_\_\_ of \_\_\_\_\_ shares outstanding.  
(type, class & series, if any)

SECRETARY OF STATE  
RECEIVED  
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~~\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon; / \*\*being at least two-thirds of each type, class or series outstanding and entitled to vote thereon; / class or series of stock whose rights are adversely affected thereby.~~

### ARTICLE I

The name of the corporation is:  
DePuy Mitek, Inc.

### ARTICLE II

The purpose of the corporation is to engage in the following business activity(ies):

To Manufacture, sell, develop medical devices used in sports medicine and to carry on any business or other activity which may be lawfully carried on by a corporation organized under the Business Corporation Law of the Commonwealth of Massachusetts.

~~\*\*Delete the inapplicable words.~~

~~\*\*Delete the inapplicable clause.~~

Notes: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

**ARTICLE III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	100	.01
Preferred:		Preferred:		

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

**ARTICLE VI**

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 61 or 62 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts, or (iv) for any transaction in which the director derived an improper personal benefit. No amendment to or repeal of any provision of this paragraph, directly or by adoption of an inconsistent provision of these Articles of Organization, shall apply to or have any effect on any liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

\*\*If there are no provisions state "None".

Notes: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

The effective date of the restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

To be effective as of December 29, 2003

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 734 Forest Street, Marlborough, Massachusetts 01752-3032

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: R. Bianchi	Via Cesare Bazzani, 81 00128 Rome, Italy	
Treasurer: K. O'Brien	26 Bushfield Avenue Cranford, NJ 07016	
Clerk: S. M. Rosenberg	310 Lawrence Avenue Westfield, NJ 07090	
Directors: R. Bianchi	Via Cesare Bazzani, 81 00128 Rome, Italy	
S. M. Rosenberg	310 Lawrence Avenue Westfield, NJ 07090	
Vice President: H. Zauberman	5 Concord Road Andover, NY 10502	

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of December

d. The name and business address of the resident agent, if any, of the corporation is: C T Corporation System, 101 Federal Street, Boston, MA 02110

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the Corporation as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

Articles 1, 2, 3, 6, 8 have been amended.

SIGNED UNDER THE PENALTIES OF PERJURY, this 8th day of December, 2003

R. Bianchi

President

S. M. Rosenberg

Clerk

Delete the inapplicable words.

If there are no amendments, state 'None'.