

F13000000097

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

K 01/08/13



Tracey L. Woolsey
Paralegal
Direct 317.968.5434 | Fax 317.236.9907
E-mail twoolsey@bgdlegal.com

January 3, 2013

FLORIDA SECRETARY OF STATE
NEW FILING SECTION
DIVISION OF CORPORATIONS
P.O. Box 6327
TALLAHASSEE, FL 32314

Re: Foreign Qualification

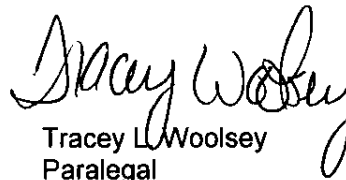
Dear Sir or Madam:

Our client, OrthoPediatrics US Distribution Corp., a Delaware corporation, desires to transact business in Florida. Enclosed for filing with your office is an original and one (1) copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida form, along with our client's check in the amount of \$87.50 representing the required filing fee.

I have also enclosed a Certificate of Good Standing issued by the Delaware Secretary of State on November 30, 2012. Please note that the Delaware Secretary of State's original certified documents do not contain an original seal or signatures; however, the authenticity of the certificate and documents may be verified at www.corp.delaware.gov/authver.shtml

Please return the filed and approved documents to my attention in the postage paid envelope I have enclosed. In the interim, should you have any questions, please do not hesitate to contact me at (800) 783-8902, extension 434. Thank you for your assistance.

Sincerely,



Tracey L. Woolsey
Paralegal

TLW/RWW
ENCLOSURES
cc: Daniel Gerritzen (w/out encl.)
Jeremy E. Hill (w/out encl.)

1737915 (619067-067930)

2700 Market Tower, 10 West Market Street
Indianapolis, IN 46204

317.635.8900 main

317.236.9907 fax

www.bgdlegal.com

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: OrthoPediatrics US Distribution Corp.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Tracey Woolsey

Name of Person

Bingham Greenebaum Doll LLP

Firm/Company

10 West Market Street, Suite 2700

Address

Indianapolis, IN 46204

City/State and Zip code

twoolsey@bgdlegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel J. Gerritzen

Name of Person

at (574) 268-6379

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. OrthoPediatrics US Distribution Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp." "Inc." "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

3. 90-0911489

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. 11/30/2012

5. perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2850 Frontier Drive, Warsaw, IN 46582

(Principal office address)

2850 Frontier Drive, Warsaw, IN 46582

(Current mailing address)

8. Any lawful act or activity

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Rd

Plantation, Florida 33324

(City)

(Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

James M. Halpin Assistant Secretary

Jan M. Halpin (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

Address: _____

Vice President: _____

Address: _____

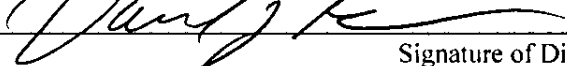
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Daniel J. Gerritzen, Vice President and General Counsel

(Typed or printed name and capacity of person signing application)

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Directors

OrthoPediatrics US Distribution Corp.

Report Date: 1/2/2013

Name	Type	Current/Former	Start Date	Address 1
Peter F. Armstrong	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
David R. Bailey	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Bernie B. Berry III	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Nick A. Deeter	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Bryan Hughes	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Oscar Morales	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Gregory A. Odle	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
David Pelizzon	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Terry D. Schlotterback	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Mark C. Throdahl	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Kevin Unger	Director	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582

Officers

OrthoPediatrics US Distribution Corp.

Report Date: 1/2/2013

Name	Title	Current/Former	Start Date	Address 1
Nick A. Deeter	Chairman	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Mark C. Throdahl	President	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Mark C. Throdahl	Chief Executive Officer	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Steve Miller	Treasurer	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Steve Miller	Vice President - Finance	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Gregory A. Odle	Secretary	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Gregory A. Odle	Executive Vice President	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
David R. Bailey	Executive Vice President	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582
Daniel J. Gerritzen	General Counsel	Current	11/29/2012	2850 Frontier Drive Warsaw, IN 46582

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 TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORTHOPEDIATRICS US DISTRIBUTION CORP." 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 THIRTIETH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0025433

DATE: 11-30-12