

**CERTIFICATE OF AMENDMENT
TO
THE AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AXIOMED SPINE CORPORATION**

Axiomed Spine Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies as follows:

1. That by written action without a meeting, pursuant to Sections 141(f) and 242 of the Delaware General Corporation Law (the "DGCL"), the Board of Directors of the Corporation duly adopted resolutions setting forth the terms of this proposed Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation dated July 16, 2010 (the "Existing Certificate"), declaring said amendment to be advisable and calling for its consideration by the stockholders of the Corporation.

2. That thereafter, pursuant to DGCL Section 228, a written consent in lieu of a meeting of the stockholders of the Corporation was executed by stockholders holding at least a majority in interest of the outstanding stock of the Corporation, which written consent approved this Certificate of Amendment to the Existing Certificate.

3. Pursuant to DGCL Section 242, this Certificate of Amendment hereby amends the provisions of the Existing Certificate by deleting the first paragraph of Article FOURTH in its entirety and replacing it with the following:

"The maximum number of shares of capital stock which the Corporation is authorized to have outstanding is 160,841,322 shares, 91,300,756 shares of which shall be Common Stock, par value \$0.001 per share (the "Common Stock"), consisting of 91,196,590 shares of Class A Common Stock (the "Class A Common Stock") and 104,166 shares of Class B Common Stock (the "Class B Common Stock"), and 69,540,566 shares of which shall be Preferred Stock, par value \$0.001 per share, 6,550,000 of which shall be designated Series A Preferred Stock (the "Series A Preferred Stock"), 21,538,462 of which shall be designated Series B Preferred Stock (the "Series B Preferred Stock"), 9,451,495 of which shall be designated Series C Preferred Stock (the "Series C Preferred Stock"), and 32,000,609 of which shall be designated Series D Preferred Stock (the "Series D Preferred Stock") and, together with the Series A Preferred Stock, the Series B Preferred Stock, and the Series C Preferred Stock, the "Preferred Stock"). The Class A Common Stock and the Class B Common Stock shall be identical in all respects, except that only the Class A Common Stock shall have voting rights."

4. This Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation dated July 16, 2010 was duly adopted in accordance with the provisions of Section 242 of the DGCL.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 17th day of August, 2010.

AXIOMED SPINE CORPORATION

By: 

Printed: Patrick A. McBrayer

Title: President and Chief Executive Officer