

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AXOGEN CORPORATION**

AxoGen Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is AxoGen Corporation. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 13, 2006.
2. Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware, this Amended and Restated Certificate of Incorporation restates and integrates and further amends the provisions of the Certificate of Incorporation of the corporation.
3. The text of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

ARTICLE FIRST

The name of the Corporation is AxoGen Corporation.

ARTICLE SECOND

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

ARTICLE THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE FOURTH

(A) Classes of Stock. The aggregate number of shares which the Corporation shall have the authority to issue is 96,128,088 shares, divided into 60,000,000 shares of Common Stock, par value \$0.00001 per share (the "*Common Stock*"), and 36,128,088 shares of Preferred Stock (as defined below), 2,544,750 of which are designated Series A Convertible Preferred Stock, par value \$0.00001 per share (the "*Series A Preferred Stock*"), 17,065,217 shares of which are designated Series B Convertible Preferred Stock, par value \$0.00001 per share (the "*Series B Preferred Stock*"), and 16,518,121 of which are designated Series C Convertible Preferred Stock, par value \$0.00001 per share (the "*Series C Preferred Stock*"). As used in this ARTICLE FOURTH, the term "Preferred Stock" used without reference to the Series A Preferred Stock, the Series B Preferred Stock or the Series C Preferred Stock means the shares of Preferred Stock, without distinction as to series. The issuance price of the Series A Preferred Stock shall be \$0.44 per share, the issuance price of the Series B Preferred Stock shall be \$0.46

per share and the issuance price of the Series C Preferred Stock shall be \$0.7345 per share. The Board of Directors of the Corporation (the "*Board*"), except as otherwise provided in this Amended and Restated Certificate of Incorporation (the "*Certificate*"), is authorized to decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(B) Rights and Preferences of Preferred Stock. The Preferred Stock authorized by this Certificate may be issued from time to time in one or more series. The rights, preferences, privileges and restrictions granted to and imposed on the Preferred Stock are as set forth below.

1. Rank. The Series C Preferred Stock shall rank senior to the Series B Preferred Stock, the Series A Preferred Stock and the Common Stock as to dividends and upon redemption (subject to Section 4 of this ARTICLE FOURTH Section (B)), liquidation, dissolution or winding up. The Series B Preferred Stock shall rank senior to the Series A Preferred Stock and the Common Stock as to dividends and upon redemption (subject to Section 4 of this ARTICLE FOURTH Section (B)), liquidation, dissolution or winding up. The Series A Preferred Stock shall rank senior to the Common Stock as to dividends and upon redemption, liquidation, dissolution or winding up.

2. Dividends.

2.1 Series C Preferred Stock. Dividends on each share of the Series C Preferred Stock shall accrue and be cumulative, regardless of whether declared by the Board, on and after each share's respective date of issuance at an annual rate of 8% of the Series C Original Purchase Price per share from the date of original issuance (appropriately adjusted for stock splits, reverse stock splits and similar type transactions or occurrences with respect to the Series C Preferred Stock) and shall be payable upon the earliest to occur of (i) a mandatory redemption, (ii) a Liquidation Event (as defined below in Section 3.1.1 of this ARTICLE FOURTH Section (B)), (iii) as declared by the Board, if and when any dividends are declared by the Board on any class or series of capital stock of the Company and in the amount so declared, plus all accumulated dividends, and (iv) any optional conversion. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then declared, accumulated or accrued but unpaid with respect to the Series C Preferred Stock, such payment shall be distributed ratably among the holders of Series C Preferred Stock based upon the aggregate number of shares of Series C Preferred Stock held by such holder. The "*Series C Original Issue Price*" shall mean \$0.7345 per share as adjusted from time to time to reflect stock dividends, stock splits, recapitalizations and/or similar events that affects the number of issued and outstanding shares of Series C Preferred Stock.

2.2 Series B Preferred Stock. Dividends on each share of the Series B Preferred Stock shall accrue and be cumulative, regardless of whether declared by the Board, on and after each share's respective date of issuance at an annual rate of 8% of the Series B Original Purchase Price per share from the date of original issuance (appropriately adjusted for stock splits, reverse stock splits and similar type transactions or occurrences with respect to the Series

B Preferred Stock) and shall be payable upon the earliest to occur of (i) a mandatory redemption, (ii) a Liquidation Event (as defined below in Section 3.1.1 of this ARTICLE FOURTH Section (B)), (iii) as declared by the Board, if and when any dividends are declared by the Board on any junior class or series of capital stock of the Company and in the amount so declared, plus all accumulated dividends, and (iv) any optional conversion. No dividends shall be paid on any share of Series B Preferred Stock, unless all accumulated or accrued dividends to holders of Series C Preferred Stock are paid with respect to all outstanding shares of Series C Preferred Stock. Except as otherwise provided herein, if at any time the Corporation pays less than the total amount of dividends then declared, accumulated or accrued but unpaid with respect to the Series B Preferred Stock, such payment shall be distributed ratably among the holders of Series B Preferred Stock based upon the aggregate number of shares of Series B Preferred Stock held by such holder. The "*Series B Original Issue Price*" shall mean \$0.46 per share as adjusted from time to time to reflect stock dividends, stock splits, recapitalizations and/or similar events that affects the number of issued and outstanding shares of Series B Preferred Stock.

2.3 Series A Preferred Stock & Common Stock. No dividends will be accrued on the Series A Preferred Stock or Common Stock. After the payment or declaration and setting aside for payment of the full cumulative dividends for all prior and then current dividend periods on all outstanding shares of Preferred Stock heretofore required to be set aside with respect to the Preferred Stock, dividends on the Common Stock may be declared and paid, whether payable in cash, in property or in securities of the Corporation, but only when and as determined by the Board. The holders of Common Stock and each holder of Preferred Stock shall be entitled to share equally in and to receive such dividends in accordance with the number of shares of Common Stock held by each such holder. For clarity, holders of Preferred Stock shall be deemed to hold Common Stock in the amount which such holder would have received on such record date of shares of Common Stock into which the shares of Preferred Stock then held by such holder are then convertible.

3. Liquidation, Dissolution or Winding Up.

3.1 Treatment at Liquidation, Dissolution or Winding Up.

3.1.1 Series C Preferred Stock Liquidation Preference. In the event of (i) a merger or consolidation of the Corporation with or into another entity which results in the holders of the voting securities of the Corporation outstanding immediately prior thereto directly owning immediately thereafter less than a majority of the voting securities of the surviving entity outstanding immediately after such merger or consolidation; (ii) a sale of all or substantially all of the assets of the Corporation (except to a wholly-owned subsidiary of the Corporation); (iii) the exclusive license of all or substantially all of the intellectual property assets of the Corporation (except to a wholly-owned subsidiary of the Corporation); or (iv) a liquidation, dissolution or winding up of the Corporation occurs, whether voluntary or involuntary (each of such events a "*Liquidation Event*"), then the holders of Series C Preferred Stock shall have the right to receive, in preference to the holders of Common Stock, (a) an amount equal to the Series C Original Issue Price per share, plus (b) any accumulated and unpaid dividends (B) (the "*Series C Liquidation Amount*"). If the assets of the Corporation legally available for distribution under this Section 3.1.1 shall be insufficient to permit the payment in full to such holders of the Series C Preferred Stock of the full aforesaid preferential amounts, then the entire assets of the Corporation legally

available for distribution shall be distributed ratably among the holders of the Series C Preferred Stock in accordance with the aggregate liquidation preference (as set forth in this Section 3.1.1) of the shares of the Series C Preferred Stock held by each of them.

3.1.2 Series B Preferred Stock Liquidation Preference. Upon a Liquidation Event, the holders of Series B Preferred Stock shall first receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of any other shares of capital stock of the Corporation other than the holders of Series C Preferred Stock, including the Series A Preferred Stock and the Common Stock (together, the "*Junior Stock*"), an amount equal to (a) the Series B Original Issue Price *plus* (b) the amount of all declared, accumulated or accrued but unpaid dividends thereon ("*Series B Liquidation Amount*"). No Series B Liquidation Amount shall be paid on any share of Series B Preferred Stock, unless all Series C Liquidation Amounts to holders of Series C Preferred Stock are paid with respect to all outstanding shares of Series C Preferred Stock. If the assets of the Corporation legally available for distribution under this Section 3.1 shall be insufficient to permit the payment in full to such holders of the Series B Preferred Stock of the full aforesaid preferential amounts, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series B Preferred Stock in accordance with the aggregate liquidation preference (as set forth in this Section 3.1) of the shares of the Series B Preferred Stock held by each of them.

3.1.3 Series A Preferred Stock Liquidation Preference. After there shall have been paid to or set aside for the holders of all outstanding shares of Series C Preferred Stock and Series B Preferred Stock, the full preferential amount to which they are respectively entitled to receive as set forth in Section 3.1 of this ARTICLE FOURTH Section (B), upon a Liquidation Event, the holders of Series A Preferred Stock shall next receive, prior and in preference to any distribution of any of the assets of the Corporation to the holders of Common Stock, an amount equal to the Series A Original Issue Price (as defined below). If the assets of the Corporation legally available for distribution under this Section 3.1.3 shall be insufficient to permit the payment in full to such holders of the Series A Preferred Stock of the full aforesaid preferential amounts, then the entire assets of the Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in accordance with the aggregate liquidation preference (as set forth in this Section 3.1.3) of the shares of the Series A Preferred Stock held by each of them. The "*Series A Original Issue Price*" shall mean \$0.44 per share as adjusted from time to time to reflect stock dividends, stock splits, recapitalizations and/or similar events that affect the number of issued and outstanding shares of Series A Preferred Stock.

3.1.4 General Liquidation Distributions. After there shall have been paid to or set aside for the holders of all outstanding shares of Series C Preferred Stock and Series B Preferred Stock and Series A Preferred Stock the full amounts to which they are respectively entitled to receive as set forth in Section 3.1 of this ARTICLE FOURTH Section (B), all the remaining assets of the Corporation will be available for distribution to its holders of Preferred Stock and Common Stock, pro rata based on the number of shares held by them (calculated as if the holders of Preferred Stock had converted the Preferred Stock and had been holders of Common Stock immediately prior to such dissolution, liquidation or winding-up of the Corporation).

3.1.5 Consideration Received. In any liquidation, dissolution, or winding-up of the Corporation, if the consideration received by the Corporation is other than cash or securities, its value will be deemed its fair market value as determined in good faith by the Board. Any securities shall be valued as follows:

(a) Securities not subject to an investment letter or other similar restrictions on free marketability:

- (A) If traded on a securities exchange or through the Nasdaq National or SmallCap Market, the value shall be deemed to be the average of the closing prices of the securities on such quotation system over the thirty (30)-day period ending three (3) days prior to the closing;
- (B) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30)-day period ending three (3) days prior to the closing; and
- (C) If there is no active public market, the value shall be the fair market value thereof, as determined in good faith by the Board.

(b) The method of valuation of securities subject to an investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above to reflect the approximate fair market value thereof, as determined in good faith by the Board.

4. Redemption.

4.1 At any time on or after October 31, 2012, the Corporation will, subject to the conditions set forth below, upon receipt of a written request (a "*Redemption Request*") for redemption from holders of at least sixty percent (60%) of the Series C Preferred Stock then issued and outstanding redeem from each holder of Series C Preferred Stock all Series C Preferred Stock then held by each such holder, at a price per share equal to the Series C Liquidation Amount (the "*Series C Redemption Price*").

4.2 At any time on or after October 31, 2012, the Corporation will, subject to the conditions set forth below, upon receipt of a Redemption Request for redemption from holders of at least fifty-five percent (55%) of the Series B Preferred Stock then issued and outstanding redeem from each holder of Series B Preferred Stock all Series B Preferred Stock then held by each such holder, at a price per share equal to the Series B Liquidation Amount (the "*Series B Redemption Price*").

4.3 Upon receipt of the Redemption Request, the Company shall establish an initial redemption date (the "*Initial Redemption Date*"), which shall be no more than thirty (30) days following the date of the Redemption Request. The Redemption Price shall be paid, and each holder's Series C Preferred Stock and Series B Preferred Stock shall be redeemed, in three (3) equal annual installments on each of the Initial Redemption Date and the first and second anniversary thereof (each a "*Redemption Date*").

4.4 If the funds of the Corporation legally available for redemption of Series C Preferred Stock on any Redemption Date are insufficient to redeem all of the number of shares of Series C Preferred Stock required under this Section 4 of this ARTICLE FOURTH Section (B) to be redeemed on such date, those funds which are legally available will be first used to redeem the maximum possible number of such shares of Series C Preferred Stock ratably on the basis of the number of shares of Series C Preferred Stock which would be redeemed on such date if the funds of the Corporation legally available therefor had been sufficient to redeem all shares of Series C Preferred Stock required to be redeemed on such date. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series C Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares which the Corporation was theretofore obligated to redeem, ratably on the basis set forth in the preceding sentence.

4.5 If after the redemption of the Series C Preferred Stock the funds of the Corporation legally available for redemption of Series B Preferred Stock on any Redemption Date are insufficient to redeem all of the number of shares of Series B Preferred Stock required under this Section 4 of this ARTICLE FOURTH Section (B) to be redeemed on such date, those funds which are legally available will be first used to redeem the maximum possible number of such shares of Series B Preferred Stock ratably on the basis of the number of shares of Series B Preferred Stock which would be redeemed on such date if the funds of the Corporation legally available therefor had been sufficient to redeem all shares of Series B Preferred Stock required to be redeemed on such date. At any time thereafter when additional funds of the Corporation become legally available for the redemption of Series B Preferred Stock, such funds will be used, at the end of the next succeeding fiscal quarter, to redeem the balance of the shares which the Corporation was theretofore obligated to redeem, ratably on the basis set forth in the preceding sentence.

4.6 The Corporation shall provide notice of its receipt of a Redemption Request, specifying the time, manner and place of redemption, the certificate representing the Series C Preferred Stock or Series B Preferred Stock being redeemed, and the Redemption Price (a "*Redemption Notice*"), by first class or registered mail, postage prepaid, to each holder of record of the Series C Preferred Stock and Series B Preferred Stock, at the address for such holders last shown on the records of the transfer agent therefor (or the records of the Corporation, if it serves as its own transfer agent), not less than twenty (20) days prior to the applicable Redemption Date. Each holder of Series C Preferred Stock or Series B Preferred Stock shall surrender to the Corporation on the applicable Redemption Date the certificate(s) representing the shares to be redeemed on such date, in the manner and at the place designated in the Redemption Notice.

4.7 Unless there shall have been a default in payment of the applicable Redemption Price, no share of Series C Preferred Stock or Series B Preferred Stock scheduled to be redeemed on a Redemption Date shall be entitled to any dividends declared, accumulated or accrued after such Redemption Date, and on such Redemption Date all rights of the holder of such share as a stockholder of the Corporation by reason of the ownership of such share will cease, except the right to receive the applicable Series B Redemption Price of such share, without interest, upon presentation and surrender of the certificate representing such share, and such share will not from and after such Redemption Date be deemed to be outstanding.

4.8 If the Redemption Notice shall have been duly given, and if on the applicable Redemption Date, the applicable Redemption Price payable upon redemption of the shares of Series C Preferred Stock and Series B Preferred Stock to be redeemed on such Redemption Date is paid or tendered for payment or deposited with an independent payment agent so as to be available therefore, then notwithstanding that the certificates evidencing any of the shares of Series C Preferred Stock or Series B Preferred Stock so called for redemption shall not have been surrendered, dividends and all rights with respect to such shares shall, after the Redemption Date, terminate, except the right of the holders to receive the applicable Redemption Price without interest upon surrender of their certificate or certificates therefore.

4.9 The Common Stock and Series A Preferred Stock shall not be redeemable, No appraiser shall have the power to expand, modify or delete any of the procedures set forth herein.

5. Optional Conversion. The holders of the Preferred Stock shall have conversion rights as follows:

5.1 Right to Convert. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time and from time to time, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the Preferred Original Issue Price (as defined below) by the Conversion Price (as defined below) in effect at the time of conversion. The "*Preferred Original Issue Price*" shall be (x) the Series A Original Issue Price per share for the Series A Preferred Stock; (y) the Series B Original Issue Price plus the per share amount of any and all dividends declared, accumulated or accrued but unpaid thereon per share for the Series B Preferred Stock; and (z) the Series C Original Issue Price plus the per share amount of any and all dividends declared, accumulated or accrued but unpaid thereon per share for the Series C Preferred Stock. The initial "*Conversion Price*" shall be the Series A Original Issue Price per share for the Series A Preferred Stock, the Series B Original Issue Price per share for the Series B Preferred Stock; and the Series C Original Issue Price per share for the Series C Preferred Stock. Such initial Conversion Price, and the rate at which shares of Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided below. In the event of a Redemption Notice, the conversion rights of the shares designated for redemption shall terminate at the close of business on the third full day preceding the date fixed for redemption for such shares, unless the redemption price is not paid when due, in which case the conversion rights for such shares shall continue until such price is paid in full. In the event of a Liquidation Event (or a transaction deemed to be a Liquidation Event pursuant to Section 3.1.1 of this ARTICLE FOURTH Section (B)), the conversion rights (but not the holders' rights to distributions on an "as converted basis" pursuant to Section 3.1.1,

3.1.2 and 3.1.4 of this ARTICLE FOURTH Section (B)) shall terminate at the close of business on the first full day immediately preceding the date fixed for the payment of any amounts distributable in such Liquidation Event to the holders of Preferred Stock.

5.2 Fractional Shares. No fractional shares of Common Stock shall be issued upon conversion of the Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the Corporation shall pay to such holder an amount in cash equal to such fraction multiplied by the then effective Conversion Price.

5.3 Mechanics of Conversion.

5.3.1 If a holder of Preferred Stock elects to convert shares of Preferred Stock into shares of Common Stock pursuant to subsection 5.1 above, such holder shall surrender the certificates or certificates for such shares of Preferred Stock at the principal office of the Corporation together with written notice that such holder elects to convert all or any number of the shares of the Preferred Stock represented by such certificate or certificates. Such notice shall state such holder's name or the names of the nominees in which such holder wishes the certificate or certificates for shares of Common Stock to be issued and the effective date of the conversion (the "Conversion Date"), which may be any date within the 60-day period following the date on which such notice is received by the Corporation. If required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by a written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or such holder's attorney duly authorized in writing. The converting holder shall be deemed to be the record holder of the resulting shares of Common Stock on the Conversion Date and the Corporation shall, as soon as practicable after the Conversion Date (and in any event within three (3) business days), issue and deliver at such office of such holder of Preferred Stock, or to such holder's nominees, a certificate or certificates for the number of shares of Common Stock to which such holder shall be entitled, together with payment in lieu of any fraction of a share pursuant to Section 5.2 of this ARTICLE FOURTH Section (B).

5.3.2 The Corporation shall at all times when the Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued stock, for the purpose of effecting the conversion of the Preferred Stock, such number of its duly authorized shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Stock. Before taking any action which would cause an adjustment reducing the Conversion Price below the then par value of the shares of Common Stock issuable upon conversion of the Preferred Stock, the Corporation will, to the extent permitted by applicable law, take any corporate action which may, in the opinion of its counsel, be necessary in order that the Corporation may validly and legally issue fully paid and nonassessable shares of Common Stock at such adjusted Conversion Price.

5.3.3 On the Conversion Date, all shares of Preferred Stock which shall have been surrendered for conversion as herein provided shall no longer be deemed to be outstanding and all rights with respect to such shares, including the rights, if any, to receive notices and to vote, shall immediately cease and terminate, except only the right of the holders thereof to receive shares of Common Stock in exchange therefor and payment of any dividends

declared, accumulated or accrued but unpaid thereon. Any shares of Preferred Stock so converted shall be retired and cancelled and shall not be reissued, and the Corporation (without the need for stockholder action) may from thereafter take such appropriate action as may be necessary to reduce the authorized Preferred Stock accordingly.

5.3.4 The Corporation shall pay any and all issue and other taxes (other than taxes based on income) that may be payable in respect of any issuance or delivery of shares of Common Stock upon conversion of shares of Preferred Stock pursuant to this Section 5 of this ARTICLE FOURTH Section (B). The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issuance and delivery of shares of Common Stock in a name other than that in which the shares of Preferred Stock so converted were registered, and no such issuance or delivery shall be made unless and until the person or entity requesting such issuance has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid.

5.4 Adjustment for Dilution. If at any time after the date of the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the "*Filing Date*"), the Corporation shall issue any shares of Common Stock, or shall issue any Common Stock Equivalents (as hereinafter defined), for a consideration per share less than the Conversion Price in effect immediately prior to the issuance of such Common Stock or Common Stock Equivalents, the Conversion Price of such share of Preferred Stock in effect immediately prior to each such issuance shall be decreased to the amount determined in accordance with the following formula:

$$\text{New Conversion Price} = \frac{(P1 \times Q1) + (P2 \times Q2)}{Q1 + Q2}$$

For purposes of the foregoing formula:

P1 = Conversion Price in effect immediately prior to such issuance.

Q1 = Number of shares of Common Stock deemed outstanding (in accordance with subparagraph (f) below of Section 5.4.1) immediately prior to such issuance.

P2 = The per share consideration received by the Corporation upon such issuance (determined in accordance with subparagraphs (b) and (c) below of Section 5.4.1).

Q2 = The aggregate maximum number of shares of Common Stock deliverable upon exercise or conversion of the Common Stock Equivalents issued or sold.

5.4.1 For purpose of any adjustment of the Conversion Price pursuant to this Section 5.4, the following provisions shall be applicable:

(a) "*Common Stock Equivalents*" means any stock or security convertible into or exercisable or exchangeable for Common Stock and any right, warrant or option to acquire Common Stock or any such convertible, exercisable or exchangeable security.

(b) The per share consideration for the sale or issuance of Common Stock shall be the price per share received by the Corporation before payment of commissions, discounts and other expenses. The value of any non-cash consideration received or receivable upon the sale or issuance of Common Stock or Common Stock Equivalents shall be determined in good faith by the Board.

(c) In the case of the sale or issuance of Common Stock Equivalents, the per share consideration shall be determined by dividing the maximum number of shares of Common Stock issuable with respect to such Common Stock Equivalents into the aggregate consideration received by the Corporation upon the sale or issuance of such Common Stock Equivalents plus the minimum aggregate amount of any additional consideration receivable by the Corporation upon the conversion or exercise of such Common Stock Equivalents. For the purpose of calculation, such maximum number of shares shall be assumed to be issued on the earlier of the payment date or record date for a distribution of such Common Stock Equivalents.

(d) If any Common Stock Equivalents included in adjustments under this Section 5.4.1 expire or terminate without the Common Stock to which they related having been issued, the Conversion Price shall be readjusted to eliminate the effect of the assumed issuance of such Common Stock. If any Common Stock Equivalents by their terms provide for subsequent increases in the additional consideration payable for or are amended to provide for the related Common Stock or for subsequent decreases in the number of shares of Common Stock obtainable, then, upon any such increase or decrease, the Conversion Price shall be appropriately readjusted to the extent such Common Stock Equivalents have not then expired or been exercised or converted. The aggregate increase in the Conversion Price caused by all such readjustments shall not exceed the decrease in Conversion Price made upon the issuance of the Common Stock Equivalents to which such readjustments relates. If any Common Stock Equivalents by their terms provide for or are amended to provide for subsequent decreases in the additional consideration payable for the related Common Stock or for subsequent increases in the number of shares of Common Stock obtainable, then, upon any such decrease or increase, the Conversion Price shall be appropriately adjusted to the extent such Common Stock Equivalents have not then expired or been exercised or converted.

(e) In case the Corporation shall declare a dividend or make any other distribution upon any stock of the Corporation payable in Common Stock or Common Stock Equivalents, such Common Stock or Common Stock Equivalents shall be deemed to have been issued or sold without consideration as of the earlier of the related record or payment date.

(f) The number of shares of Common Stock outstanding at any point in time shall include all shares then issuable or to become issuable pursuant to any Common Stock Equivalent then issued or to be issued, but only to the extent the then effective exercise price or conversion price of such Common Stock Equivalent is less than or equal to the

per share consideration for the shares of Common Stock or Common Stock Equivalents which have given rise to the Conversion Price adjustment being calculated.

(g) The following issuances of Common Stock or Common Stock Equivalents shall not require adjustment of the Conversion Price under this Section 5.4: (1) any dividend or distribution on the Series C Preferred Stock or Series B Preferred Stock; (2) any stock for which adjustment of the Conversion Price is made pursuant to Sections 5.5, 5.6, 5.7 or 5.8 of this ARTICLE FOURTH Section (B) below; (3) securities offered by the Corporation to the public in a Qualified Public Offering (as defined in Section 6 of this ARTICLE FOURTH Section (B) below); (4) securities issued or securities issuable upon the exercise or conversion of such securities to employees, consultants, directors of the Company pursuant to stock purchase, stock option plans or other agreement approved by the Board, including at least two of the Series B/C Directors; (5) securities issued or securities issuable upon the exercise or conversion of such securities pursuant to any equipment loan or leasing arrangement, real property leasing arrangement or debt financing from a bank or similar financial institution approved by the Board, including at least two of the Series B/C Directors; and (6) shares issued with respect to which the holders of not less than sixty percent (60%) of the Series B and C Preferred Stock, voting together as a single class, waive their rights pursuant to this Section 5 of this ARTICLE FOURTH Section (B).

5.5 Adjustment for Stock Splits and Combinations. If the Corporation shall at any time or from time to time after the Filing Date effect a subdivision of the outstanding Common Stock, the Conversion Price then in effect immediately before that subdivision shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Filing Date effect a subdivision of the Preferred Stock, the Conversion Price with respect to the Preferred Stock then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the Filing Date combine the outstanding shares of Common Stock, the Conversion Price then in effect immediately before the combination shall be proportionately increased. If the Corporation shall at any time or from time to time after the Filing Date combine the outstanding shares of Preferred Stock, the Conversion Price with respect to the Preferred Stock then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

5.6 Adjustment for Certain Dividends and Distributions. In the event the Corporation at any time, or from time to time after the Filing Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in additional shares of Common Stock, then and in each such event the Conversion Price for the Preferred Stock then in effect shall be decreased as of the time of such issuance or, in the event such a record date shall have been fixed, as of the close of business on such record date, by multiplying the Conversion Price then in effect by a fraction:

5.6.1 the numerator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date, and

5.6.2 the denominator of which shall be the total number of shares of Common Stock issued and outstanding immediately prior to the time of such issuance or the close of business on such record date plus the number of shares of Common Stock issuable in payment of such dividend or distribution;

provided, however, if such record date shall have been fixed and such dividend is not fully paid or if such distribution is not fully made on the date fixed therefor, the Conversion Price for the Preferred Stock shall be recomputed accordingly as of the close of business on such record date and thereafter the Conversion Price for the Preferred Stock shall be adjusted pursuant to this paragraph as of the time of actual payment of such dividends or distributions; and provided further, however, that no such adjustment shall be made if the holders of Preferred Stock simultaneously receive (i) a dividend or other distribution of shares of Common Stock in a number equal to the number of shares of Common Stock as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event or (ii) a dividend or other distribution of securities which are convertible, as of the date of such event, into such number of shares of Common Stock as is equal to the number of additional shares of Common Stock being issued with respect to each share of Common Stock in such dividend or distribution.

5.7 Adjustments for Other Dividends and Distributions. In the event the Corporation at any time or from time to time after the Filing Date shall make or issue, or fix a record date for the determination of holders of Common Stock entitled to receive, a dividend or other distribution payable in securities of the Corporation other than shares of Common Stock, then and in each such event provision shall be made so that the holders of the Preferred Stock shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the Corporation that they would have received had the Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the conversion date, retained such securities receivable by them as aforesaid during such period, giving application to all adjustments called for during such period under this paragraph with respect to the rights of the holders of the Preferred Stock; and provided further, however, that no such adjustment shall be made if the holders of Preferred Stock simultaneously receive a dividend or other distribution of such securities in an amount equal to the amount of such securities as they would have received if all outstanding shares of Preferred Stock had been converted into Common Stock on the date of such event.

5.8 Adjustment for Reclassification, Exchange, or Substitution. If the Common Stock issuable upon the conversion of the Preferred Stock shall be changed into the same or a different number of shares of any class or classes of stock, whether by capital reorganization, reclassification, or otherwise (other than a subdivision or combination of shares or stock dividend provided for above, or a reorganization, merger, consolidation, or sale of assets provided for below), then and in each such event the holder of each such share of Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of stock and other securities and property receivable upon such reorganization, reclassification, or other change by holders of the number of shares of Common Stock into which such shares of Preferred Stock might have been converted immediately prior to such reorganization, reclassification, or change, all subject to further adjustment as provided herein.

5.9 Adjustment for Merger or Reorganization. In case of any consolidation or merger of the Corporation with or into another corporation or the sale of all or substantially all of the assets of the Corporation to another corporation, each share of Preferred Stock shall thereafter be convertible (or shall be converted into a security which shall be convertible) into the kind and amount of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Preferred Stock would have been entitled upon such consolidation, merger or sale; and, in such case, appropriate adjustment (as determined in good faith by the Board) shall be made in the application of the provisions in this Section 5 of this ARTICLE FOURTH Section (B) set forth with respect to the rights and interests thereafter of the holders of the Preferred Stock, to the end that the provisions set forth in this Section 5 of this ARTICLE FOURTH Section (B) (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Preferred Stock.

5.10 No Impairment. The Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 5 and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holders of the Preferred Stock pursuant to this Section 5 against impairment.

5.11 Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Section 5 of this ARTICLE FOURTH Section (B), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment are based. The Corporation shall, upon the written request at any time (but not more than twice in any 12-month period) of any holder of shares representing at least 5% of the authorized number of shares of Preferred Stock, furnish or cause to be furnished to such holder a similar certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price then in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which then would be received upon the conversion of Preferred Stock.

5.12 Taxes. The issuance of certificates representing shares of Common Stock upon conversion of any Preferred Stock shall be made to each applicable shareholder without charge for any excise tax in respect of such issuance. However, if any certificate is to be issued in a name other than that of the holder of record of the Preferred Stock, the person or persons requesting the issuance thereof shall pay to the Corporation the amount of any tax which may be payable in respect of any transfer involved in such issuance, or shall establish to the satisfaction of the Corporation that such tax has been paid or is not due and payable.

6. Automatic Conversion.

6.1 All outstanding shares of Preferred Stock shall be automatically converted into shares of Common Stock at the then applicable Conversion Ratio (i) upon the election of the holders of sixty percent (60%) of the outstanding shares of the Series B and C Preferred Stock voting together as a single class, or (ii) upon the closing of a Qualified IPO ((i) or (ii) the "*Mandatory Conversion Date*"). For purposes hereof, a "*Qualified IPO*" shall mean an underwritten public offering of the Common Stock at a price per share of not less than four (4) times the Series C Original Issue Price (as adjusted for stock splits, recapitalizations, combinations, stock dividends, and other similar events) pursuant to an effective registration statement under the Securities Act of 1933 as amended (the "*Securities Act*"), which generates gross proceeds to the Company of at least \$30 million and implies a post-offering value of the Company's issued and outstanding capital stock of at least \$180 million.

6.2 Upon the occurrence of any event specified in Section 6.1 above, the outstanding shares of Preferred Stock shall be converted automatically without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent; provided, however, that the Corporation shall not be obligated to issue certificates evidencing the shares of Common Stock issuable upon such conversion unless the certificates evidencing such shares of Preferred Stock are either delivered to the Corporation or its transfer agent as provided below, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates. Upon the occurrence of such automatic conversion of the Preferred Stock, the holders of such Preferred Stock shall surrender the certificates representing such shares at the office of the Corporation or any transfer agent for the Preferred Stock. Thereupon, there shall be issued and delivered to such holder promptly at such office and in its name as shown on such surrendered certificate or certificates, a certificate or certificates for the number of shares of Common Stock into which the shares of such Preferred Stock surrendered were convertible on the date on which such automatic conversion occurred.

6.3 All certificates evidencing shares of Preferred Stock which are required to be surrendered for conversion in accordance with the provisions of this Section 6 of this ARTICLE FOURTH Section (B) shall, from and after the Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. The Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized Preferred Stock accordingly.

7. Voting.

7.1 Voting Rights.

7.1.1 Preferred Stock. Except as otherwise provided herein or as required by law, each holder of shares of Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Common Stock into which all shares of Preferred Stock held by such holder are then convertible in accordance with Sections 5 and 6 of this ARTICLE FOURTH Section (B) and with respect to any and all matters presented to the stockholders of the

Corporation for their action or consideration. Except as otherwise provided herein or as required by law, holders of Preferred Stock shall vote together with the holders of the Common Stock as a single class on all actions to be taken by the stockholders of the Corporation.

7.1.2 Common Stock. Except as otherwise provided herein or as required by law, each holder of Common Stock shall be entitled to vote on all matters and shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

7.1.3 Number of Shares. Subject to any other vote or approval required by this Certificate of Incorporation, the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of at least a majority of the shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

7.1.4 Record Date. The number of shares of Preferred Stock or Common Stock are, as the case may be, entitled to vote on any matter shall be determined in each case as of the record date for the determination of stockholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited.

7.2 Election of Directors.

7.2.1 Series B and C Preferred Stock. The holders of a majority of the Series B and C Preferred Stock, voting together as a single class, shall have the right to elect three (3) directors to the Board (the "*Series B/C Directors*").

7.2.2 Common Stock. The holders of a majority of the outstanding Common Stock shall have the right to elect two (2) directors to the Board, one of whom shall be the chief executive officer of the Corporation then in office.

7.2.3 Preferred Stock and Common Stock. The holders of a majority of the outstanding Common Stock and Preferred Stock (based upon an assumed conversion of the outstanding Series A Preferred Stock, the outstanding Series B Stock, and the outstanding Series C Stock into Common Stock), voting together as a single class, shall have the right to elect two (2) directors to the Board, each of whom shall be acceptable to the other directors then in office.

7.3 Protective Provisions. In addition to the voting rights set forth in Section 7.1 of this ARTICLE FOURTH Section (B) and any vote which any series of capital stock may have under the DGCL, so long as 25% of the issued shares of Series B and Series C Preferred Stock as a preferred class remains outstanding, the affirmative vote of the holders of 60% of such Preferred Stock voting separately as a class shall be necessary for the approval of certain corporate actions, including, but not limited to, the following:

7.3.1 Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purposes) any shares of Preferred Stock other than in accordance with Section 4 of this ARTICLE FOURTH Section (B) hereof or that certain Second

Amended and Restated Shareholders and Registration Rights Agreement dated November 2, 2007 (the "*Shareholders Agreement*");

7.3.2 Other than in accordance with the Shareholders Agreement, redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purposes) any Junior Stock; provided, however, that this restriction shall not apply to the repurchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost or at the then fair market value of such shares upon the occurrence of certain events, such as the termination of employment, as determined in good faith by the Board; provided that the total amount applied to the repurchase of shares of Common Stock does not exceed \$25,000 during any twelve (12) month period;

7.3.3 Authorize, designate, create, or issue securities senior to, or on a parity with, the Series C Preferred Stock, or increase or decrease the authorized capital stock of the Corporation;

7.3.4 Pay dividends on or make other distributions with respect to any securities, other than the Series B and Series C Preferred Stock;

7.3.5 Recapitalize or reclassify issued and outstanding capital stock of the Corporation, whether by merger, consolidation, recapitalization or otherwise.

7.3.6 Authorize any Liquidation Event;

7.3.7 Authorize or permit a subsidiary of the Corporation to sell securities to any person or entity other than the Corporation;

7.3.8 Authorize any amendment of the Certificate of Incorporation or By-Laws, or take any other action by merger, consolidation, recapitalization or otherwise, that would adversely affect the rights of the holders of Series B or C Preferred Stock;

7.3.9 Change the number of directors that may constitute the Board from seven, or such other number of directors as is subsequently approved in accordance with the provisions of Section 7.2 of this ARTICLE FOURTH Section (B);

7.3.10 Make any purchase, lease or acquisition of all or substantially all of the stock or assets of any other legal entity;

7.3.11 Enter into any strategic alliance, technology licensing arrangement or other corporate partnering relationship involving the issuance by the Corporation of capital stock;

7.3.12 Create any new stock purchase or stock option plan;

7.3.13 Increase the number of securities issued or securities issuable upon the exercise or conversion of such securities to employees, consultants and directors of the

Company pursuant to stock purchase, stock option plans or other agreement approved by the Board (other than to reflect adjustments in the event of any stock dividend, stock split, combination or similar recapitalization);

7.3.14 Incur any debt for borrowed money, except for bank loans, loans from institutional or other third party lenders, equipment leases and similar agreements in the ordinary and usual course of business not exceeding \$100,000 in the aggregate;

7.3.15 Make or cause to be made the filing of any registration statement by the Corporation with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended; or

7.3.16 Amend, alter or repeal any of the foregoing provisions of this Section 7 of this ARTICLE FOURTH Section (B).

ARTICLE FIFTH

The Corporation is to have perpetual existence.

ARTICLE SIXTH

Subject to the provisions of ARTICLE FOURTH above and in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE SEVENTH

A. To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If any applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such law, as so amended.

B. To the fullest extent permitted by applicable law, the Corporation is also authorized to provide indemnification of (and advancement of expenses to) such directors and officers (and any other persons to which Delaware or other applicable state law permits the Corporation to provide indemnification) through By-law provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of

the indemnification and advancement otherwise permitted by Delaware or other applicable state law, subject only to limits created by applicable Delaware or other state law (statutory or non-statutory), with respect to actions for breach of duty to a corporation, its stockholders, and others.

C. Any repeal or modification of the foregoing provisions of this ARTICLE SEVENTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

ARTICLE EIGHTH

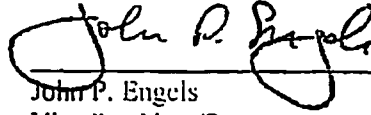
Subject to the provisions of ARTICLE FOURTH above, the Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

ARTICLE NINTH

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the DGCL, order a meeting of the creditors or class of creditors, and/or the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders at class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

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IN WITNESS WHEREOF, the undersigned, being an authorized officer of the Corporation has executed signed and acknowledged this Certificate of Incorporation this 2nd day of November, 2007.



John P. Engels
Vice President/Secretary

STATE OF DELAWARE
CERTIFICATE OF CORRECTION

AxoGen Corporation, a Delaware corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL") does hereby certify as follows:

1. The name of the corporation is AxoGen Corporation (the "Corporation").
2. An Amended and Restated Certificate of Incorporation of the Corporation was filed by the Secretary of State of the State of Delaware on November 2, 2007 (the "Certificate") and the Certificate requires correction as permitted by Section 103 of the DGCL.

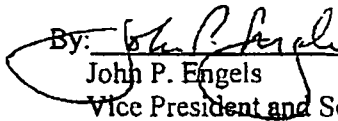
3. The inaccuracy or defect of the Certificate is:

The date of the Second Amended and Restated Shareholders and Registration Rights Agreement.

4. ARTICLE FOURTH Section (B), Section 7.3.1 of the Certificate is corrected to read as follows:

"Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purposes) any shares of Preferred Stock other than in accordance with Section 4 of this ARTICLE FOURTH Section (B) hereof or that certain Second Amended and Restated Shareholders and Registration Rights Agreement dated November 5, 2007 (the "Shareholders Agreement")."

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Correction this 7th day of November, A.D. 2007.

By: 
John P. Engels
Vice President and Secretary