

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ALPHATEC HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2006, AT 2:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4810627

DATE: 06-08-06

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

ALPHATEC HOLDINGS, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Alphatec Holdings, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. The name of the corporation is "Alphatec Holdings, Inc." (the "Corporation").
2. The Corporation's original Certificate of Incorporation was filed in the office of the Secretary of State of Delaware on March 4, 2005 under the name AMI Acquisition I Corp. and thereafter was amended and restated on March 16, 2005 and April 4, 2005, amended on June 21, 2005 to change the Corporation's name to Alphatec Holdings, Inc., amended on August 30, 2005, and amended and restated on December 16, 2005 and May 19, 2006.
3. This Amended and Restated Certificate of Incorporation restates, integrates and amends the Certificate of Incorporation, as amended.
4. This Amended and Restated Certificate of Incorporation was duly adopted by written consent of the directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law.
5. Pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, the holders of outstanding shares of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted consented to the adoption of the aforesaid amendment without a meeting, without a vote and without prior notice and that written notice of the taking of such actions is being given in accordance with Section 228(e) of the General Corporation Law of the State of Delaware.

6. The text of the Certificate of Incorporation, as amended, is hereby amended and restated to read in full as follows:

RESTATED CERTIFICATE OF INCORPORATION

OF

ALPHATEC HOLDINGS, INC.

FIRST: The name of the corporation (hereinafter called the "Corporation") is

ALPHATEC HOLDINGS, INC.

SECOND: The name and address of the Corporation's registered agent in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity or carry on any business for which corporations may be organized under the General Corporation Law or any successor statute.

FOURTH:

A. Designation and Number of Shares.

The total number of shares of all classes of stock which the Corporation shall have the authority to issue is 220,000,000 shares, consisting of 200,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") and 20,000,000 shares of Preferred Stock, par value \$0.0001 per share (the "Preferred Stock"). Of such 20,000,000 shares of Preferred Stock, 15,000,000 shares shall be designated as "New Redeemable Preferred Stock."

The term "Restated Certificate of Incorporation" as used herein shall mean the Restated Certificate of Incorporation of the Corporation as amended from time to time. The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of capital stock then entitled to vote thereon, voting together as a single class, without a separate class vote of the holders of the Common Stock or Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock designation.

B. Preferred Stock

1. Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration as the Board of Directors may determine.

2. Authority is hereby expressly granted to the Board of Directors to fix from time to time, by resolution or resolutions providing for the establishment and/or issuance of any series of Preferred Stock, the designation and number of the shares of such series and the powers, preferences and rights of such series, and the qualifications, limitations or restrictions thereof, to the fullest extent such authority may be conferred upon the Board of Directors under the General Corporation Law. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law.

C. New Redeemable Preferred Stock

1. Dividends. No dividends of any kind shall be payable on shares of New Redeemable Preferred Stock.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of New Redeemable Preferred Stock then outstanding shall be entitled to be paid out of the assets available for distribution to the Corporation's stockholders before any payment shall be made to the holders of any Common Stock, by reason of their ownership thereof, in a per share amount equal to the price to the public of the Common Stock pursuant to the initial public offering filed with the U.S. Securities and Exchange Commission on Registration Statement No. 333-131609 (the "Qualified IPO") (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting such shares) (the aggregate amount payable pursuant to this sentence is the "New Redeemable Liquidation Amount"). If upon any such liquidation, dissolution or winding up of the Corporation the remaining assets available for distribution to the Corporation's stockholders shall be insufficient to pay the holders of shares of New Redeemable Preferred Stock the full New Redeemable Liquidation Amount, the holders of shares of New Redeemable Preferred Stock shall share ratably in any distribution of the remaining assets available for distribution in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution as if all amounts payable on or with respect to such shares were paid in full.

In the event that the underwriters of the Qualified IPO exercise their option to purchase additional shares of Common Stock in order to cover over-allotments at any time or from time to time after the Qualified IPO Closing Date (each, an "Over-Allotment Stock Sale"), the Corporation shall in each case redeem the New Redeemable Preferred Stock for an amount equal to the New Redeemable Liquidation Amount, pari passu, out of the net proceeds of the Over-Allotment Stock Sale.

(b) New Redeemable Deemed Liquidation Events.

(i) The following events constitute a “New Redeemable Deemed Liquidation Event”:

(A) a merger or consolidation in which

(I) the Corporation is a constituent party, or

(II) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation,

except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted or exchanged for shares of capital stock which represent, immediately following such merger or consolidation at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting entity is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the ultimate parent corporation of such surviving or resulting entity (provided that, for the purpose of this Subsection C.2(b)(i)(A), all shares of capital stock issuable upon conversion of convertible securities, or any rights to receive capital stock, outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding shares of capital stock are converted or exchanged); or

(B) the sale, lease, transfer or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole except where such sale, lease, transfer or other disposition is to a wholly owned subsidiary of the Corporation.

(ii) The Corporation shall not, without the consent of the holders of a majority of the New Redeemable Preferred Stock, effect any transaction constituting a New Redeemable Deemed Liquidation Event pursuant to Subsection C.2(b)(i)(A) above unless the agreement or plan of merger or consolidation provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsection C.2(a) above.

(iii) In the event of a New Redeemable Deemed Liquidation Event pursuant to Subsection C.2(b)(i)(B) above, if the Corporation does not effect a dissolution of the Corporation under the General Corporation Law within sixty (60) days after such New Redeemable Deemed Liquidation Event, then (A) the Corporation shall deliver a written notice to each holder of outstanding shares of New Redeemable Preferred Stock no later than the sixtieth (60th) day after the New Redeemable Deemed Liquidation Event advising such holders of their right (and the requirements to be met to secure such right) pursuant to the terms of the following clause (B) to require the redemption of such shares of New Redeemable Preferred Stock, and (B) if the holders of at least fifty-one percent (51%) of the then outstanding shares of

New Redeemable Preferred Stock so request in a written instrument delivered to the Corporation not later than seventy-five (75) days after such New Redeemable Deemed Liquidation Event, the Corporation shall, on the ninetieth (90th) day after such New Redeemable Deemed Liquidation Event (the "New Redeemable Liquidation Redemption Date"), use the consideration received by the Corporation for such New Redeemable Deemed Liquidation Event (net of any retained liabilities associated with the assets sold or technology licensed, as determined in good faith by the Board of Directors of the Corporation) (the "New Redeemable Net Proceeds") to redeem, to the extent there are funds legally available therefor, all outstanding shares of New Redeemable Preferred Stock at a price per share equal to the New Redeemable Liquidation Amount. If, on the New Redeemable Liquidation Redemption Date, the New Redeemable Net Proceeds are not sufficient to redeem all outstanding shares of New Redeemable Preferred Stock, or if the Corporation does not have sufficient legally available funds to effect such redemption, the Corporation shall redeem and pay the New Redeemable Liquidation Amount on a pro rata portion of each holder's shares of New Redeemable Preferred Stock to the fullest extent of such New Redeemable Net Proceeds or such legally available funds, as the case may be, and, where such redemption and payment is limited by the amount of legally available funds, the Corporation shall redeem the remaining shares as soon as practicable after the Corporation has funds legally available therefor. Prior to the redemption provided for in this Subsection C.2(b)(iii), the Corporation shall not expend or dissipate the consideration received for such Deemed Liquidation Event, except to discharge expenses incurred in the ordinary course of business.

(iv) The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any such merger, consolidation, sale, transfer, exclusive license, other disposition or redemption shall be the cash or the value of the property, rights or securities paid or distributed to or retained by such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors of the Corporation.

(c) Optional Cash Redemption. The Corporation shall have the right, at any time and from time to time, to redeem for cash, out of funds legally available therefor, all or any portion of the outstanding shares of New Redeemable Preferred Stock, pro rata, based on the number of such shares held by each holder thereof, at a per share amount on the New Redeemable Liquidation Amount. On the redemption date, each of the shares of New Redeemable Preferred Stock to be redeemed on the redemption date shall be deemed to have automatically been surrendered and redeemed if on the redemption date the New Redeemable Liquidation Amount payable upon redemption of the shares of New Redeemable 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 therefor whether or not certificates representing such shares are surrendered to the Corporation and upon such surrender, the New Redeemable Liquidation Amount for such shares shall be payable to the order of the person whose name appears on the Corporation's records as the owner thereof, and each surrendered share shall be canceled and retired.

3. Voting.

(a) Except as provided by law and as set forth in Subsection C.3(b), the holders of the New Redeemable Preferred Stock shall have no voting rights with respect to any matters to be voted on by the Corporation's stockholders.

(b) Any of the rights, powers or preferences of the holders of New Redeemable Preferred Stock set forth herein may be defeated by the affirmative consent or vote of the holders of at least fifty-one percent (51%) of the shares of New Redeemable Preferred Stock then outstanding.

4. Conversion. The holders of the New Redeemable Preferred Stock shall have no conversion rights.

5. Redeemed or Otherwise Acquired Shares. Any shares of New Redeemable Preferred Stock which are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately canceled and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of New Redeemable Preferred Stock following redemption.

D. Common Stock.

1. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore if, as and when determined by the Board of Directors in their sole discretion, subject to provisions of law, any provision of this Restated Certificate of Incorporation, as amended from time to time, and subject to the relative rights and preferences of any shares of Preferred Stock authorized, issued and outstanding hereunder.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held; provided, however, that, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon by law or pursuant to this Restated Certificate of Incorporation (including any certificate of designation relating to Preferred Stock).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Restated Certificate of Incorporation or the Bylaws of the Corporation as in effect from time to time, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

B. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

C. Any action required or permitted to be taken by the stockholders of the Corporation may be effected only at a duly called annual or special meeting of stockholders of the Corporation and not by written consent.

D. Special meetings of the stockholders may only be called by the Board of Directors acting pursuant to a resolution adopted by a majority of the Whole Board. For the purposes of this Restated Certificate of Incorporation, the term "Whole Board" shall mean the total number of authorized directors whether or not there exist any vacancies in previously authorized directorships. Business transacted at any special meeting of stockholders shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

SIXTH:

A. Subject to the rights of the holders of shares of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, the number of directors shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Whole Board.

B. Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office even though less than a quorum, or by a sole remaining director, and not by stockholders, and directors so chosen shall serve for a term expiring at the annual meeting of stockholders at which the term of office of the class to which they have been chosen expires or until such director's successor shall have been duly elected and qualified, subject to their earlier death, resignation or removal. No decrease in the authorized number of directors shall shorten the term of any incumbent director.

C. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

D. At any meeting of the Board of Directors, a majority of the Whole Board shall constitute a quorum for all purposes. At any meeting of the Board of Directors duly held at which a quorum is present, all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. If at any meeting of the Board of Directors there shall be less than a quorum, a majority of the directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.

SEVENTH: The Board of Directors is expressly empowered to adopt, amend or repeal Bylaws of the Corporation. Any adoption, amendment or repeal of the Bylaws of the Corporation by the Board of Directors shall require the approval of a majority of the Whole Board.

EIGHTH: The Corporation shall not be governed by Section 203 of the General Corporation Law.

NINTH:

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, or trustee of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "Indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer or trustee or in any other capacity while serving as a director, officer or trustee, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by such Indemnitee in connection therewith; provided, however, that, except with respect to proceedings to enforce rights to indemnification or an advancement of expenses or as otherwise required by law, the Corporation shall not be required to indemnify or advance expenses to any such Indemnitee in connection with a proceeding (or part thereof) initiated by such Indemnitee unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

B. In addition to the right to indemnification conferred in Section A of this Article NINTH, an Indemnitee shall also have the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (an "advancement of expenses"); provided, however, that, if the General Corporation Law requires, an advancement of expenses incurred by an Indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such Indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such Indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such Indemnitee is not entitled to be indemnified for such expenses under this Section B or otherwise.

C. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article NINTH shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

D. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, against any

liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article NINTH.

E. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article NINTH shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. No repeal or amendment of this Article NINTH shall adversely affect any rights of any person pursuant to this Article NINTH which existed at the time of such repeal or amendment with respect to acts or omissions occurring prior to such repeal or amendment.

TENTH: No director shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as a director; provided that this provision shall not eliminate or limit the liability of a director, to the extent that such liability is imposed by applicable law, (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 law; (iii) under Section 174 of the General Corporation Law; or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation 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 the General Corporation Law, as so amended.

ELEVENTH: The Corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in the manner prescribed by the General Corporation Law and all rights conferred upon stockholders are granted subject to this reservation.

TWELFTH: 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 Title 8 of the Delaware Code 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 Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of 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 or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of the Certificate of Incorporation of this Corporation, and which has been duly adopted in accordance with Sections 228, 242 and 245 of the General Corporation Law, has been executed by its duly authorized Vice President, Legal Affairs and Compliance this 7th day of June, 2006.

ALPHATEC HOLDINGS, INC.

By: Ebun S. Garner
Ebun S. Garner, Esq.
Vice President, Legal Affairs and Compliance