

F060000004019

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PIMAR USA, INC.

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T. Roberts OCT 26 2006

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October 24, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PIMAR USA, INC.
407 LINCOLN RD. SUITE 2F
MIAMI BEACH, FL 33139

SUBJECT: PIMAR USA, INC.
REF: F06000004019

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Change in officers/directors before the AR is due, submit an affidavit changing officers and /or directors signed by an officer or director.

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MINUTES OF ACTION OF BOARD OF DIRECTORS

OF

PIMAR USA, INC.

IN LIEU OF ORGANIZATION MEETING

The following action was taken by the Directors of PIMAR USA, INC., by their written consent thereto:

1. RESOLVED, that the By-Laws in the form presented to each Director of the Corporation be and hereby are adopted as the By-Laws of the Corporation and will be inserted in the minute book of the Corporation immediately following the Articles of Incorporation and preceding these minutes.
2. RESOLVED, that the form of certificates for the common stock of the Corporation presented to each Director be and hereby is approved and adopted and a specimen thereof inserted in the minute book of the Corporation immediately following these minutes.
3. RESOLVED, that the following seal be and hereby is approved and adopted as the Seal of the Corporation.
4. RESOLVED, that the following persons be and hereby are elected to serve as Officers of the Corporation until the next annual meeting of the Board of Directors and until their respective successors are chosen and qualified:

President: LUIGI VECCHIO

Vice-President:


Secretary: GERMANO VECCHIO

Assistant Secretary: BRAM LEVIN

Treasurer: LUIGI VECCHIO

5. RESOLVED, that the Officers of this Corporation be and hereby are authorized to issue pursuant to the Corporation's plan under Section 1244 of the Internal Revenue Code and deliver to the following persons the number of shares of common stock, with \$1.00 par value per share, of the Corporation appearing to the right of their respective names upon payment thereof an amount equal to per share.

To Whom Issued	No. of Shares	Total Consideration
LUIGI VECCHIO	100	\$100.00

6. RESOLVED, that  is hereby designated as a
Pierluigi Vecchio

HO 000-258406

depository of this Corporation and that a checking account and a borrowing account be opened and maintained in the name of the Corporation with said Bank in accordance with the Banking Resolution attached hereto and made a part hereof.

7. RESOLVED, that all transactions by any of the Officers or representatives of this Corporation, in its names, and for its account with said Bank prior to this meeting, be and the same are hereby ratified and approved.
8. RESOLVED, that the following names and titles of person are authorized to sign checks on the Bank Account:

LUIGI VECCHIO : PRESIDENT

9. RESOLVED, that the following names and titles of the persons authorized to borrow money for the Corporation will be:

LUIGI VECCHIO : PRESIDENT

The signature of the President must be on all documents for the borrowing of money.

10. RESOLVED, that the following names and titles of the persons authorized to enter into contracts on behalf of the Corporation shall be:

LUIGI VECCHIO : PRESIDENT

The signature of the President must be on all contracts on behalf of the Corporation.

11. RESOLVED, that the Corporation will operate as a Subchapter S Corporation according to the Internal Revenue Service regulations.

Dated: April 27, 2006



BRAM LEVIN, Assistant Secretary

MINUTES OF ACTION OF SHAREHOLDERS

OF

PIMAR USA, INC.

FOR SPECIAL SHAREHOLDERS MEETING

The following action was taken by the shareholders of PIMAR USA, INC., consent thereto, signed by all the shareholders, which action was taken at the special meeting of the shareholders of said corporation:

1. RESOLVED, that GERMANO VECCHIO is hereby removed as initial Director of PIMAR USA, INC. by reason of LUIGI VECCHIO's return to the United States.
2. RESOLVED, the number of permanent Directors shall be fixed at ONE (1) and that the following persons hereby are elected to serve as Directors of this Corporation on a permanent basis:

LUIGI VECCHIO

407 LINCOLN ROAD, SUITE 2F
MIAMI BEACH, FL 33139

There being no other business, the meeting was adjourned.

Dated: JUNE 30, 2006



LUIGI VECCHIO

State of North Carolina
Department of the Secretary of State

Date Filed: 10/20/2006 5:06:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C200629300410

ARTICLES OF AMENDMENT
BUSINESS CORPORATION

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

1. The name of the corporation is: Pimar USA, Inc.
2. The text of each amendment adopted is as follows (State below or attach):

1. RESOLVED, that GERMANO VECCHIO is hereby removed as initial Director of PIMAR USA, INC. by reason of LUIGI VECCHIO's return to the United States.

2. RESOLVED, the number of permanent Director's shall be fixed at ONE (1) and that the following persons hereby are elected to serve as Directors of this Corporation on a permanent basis:

LUIGI VECCHIO 407 Lincoln Road, Suite 2F
Miami Beach, FL 33139

3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

4. The date of adoption of each amendment was as follows: JUNE 30, 2006
5. (Check either a, b, c, or d, whichever is applicable)

a. The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.

b. The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.

c. The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (set forth a brief explanation of why shareholder action was not required.)

d. The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.

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ARTICLES OF AMENDMENT
Page 2

6. These articles will be effective upon filing, unless a delayed time and date is specified:

This the 18th day of October, 2006

Pinar USA, Inc.

Name of Corporation

Bram L.

Signature

Bram Levin, Asst. Corporate Secretary

Type or Print Name and Title

NOTES:

1. Filing fee is \$50. This document must be filed with the Secretary of State.

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