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Florida Department of State
Division of Corporations
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ATMA USA, INC.

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TALLAHASSEE FLORIDA

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1/12/2006 10:54 AM

Amend



January 12, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ATMA USA, INC.
801 BRICKELL AVENUE
9TH FLOOR
MIAMI, FL 33131US

SUBJECT: ATMA USA, INC.
REF: P05000115273

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.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

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AMENDED ARTICLES OF INCORPORATION

OF

ATMA USA, Inc.

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TALLAHASSEE FLORIDA

Article I. NAME

The name of this corporation shall be **ATMA USA, Inc.**

Article II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, Division of Corporations. This corporation's duration shall be perpetual.

Article III. PURPOSE

This corporation is being organized for the purpose of engaging in sale and distribution of building materials and components, kitchens, furniture, appliances and accessories, assembly, installation, servicing, management, distributorship, franchising, licensing, import/export, research and development, production and fabrication, agency, and in general engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

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Article IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock, of the par value of One (1) Dollar per share.

Article V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Article VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer
Restrictions Imposed By This Corporation's By-Laws, a Copy
Of Which Is On File At This Corporation's Principal Office."

Article VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as the sole member of the Initial Board of Directors are:

Luciano Sandrin, Via Vittorio Veneto 58, Localita' Brugnera, 33070 Pordenone, Italy.

Article VIII. INDEMNIFICATION

This corporation shall indemnify any incorporator, officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Article IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 801 Brickell Avenue, 9th Floor, Miami, FL 33131. The address of this corporation's initial registered office shall be 801 Brickell Avenue, 9th Floor, Miami, FL 33131.

Handwritten signature and P. 06/06

The name of the individual who shall serve as the corporation's registered agent is: Attilio M. Costabel, at the address of Courvoisier Centra 2, 601 Brickell Key Drive, Suite 705, Miami, FL 33131.

Article X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are Luciano Sandrin, Via Vittorio Veneto 58, Localita' Brugnera, 33070 Pordenone, Italy.

Article XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

This Amendment was done in Miami, FL, on the 17th day of August, 2005, by the Incorporator Mr. Luciano Sandrin, and no shareholder action was required.

Signed:



Attilio Costabel - Secretary