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NAME: ELLECE USA INC

TYPE OF FILING: **AMENDMENT**

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July 16, 2015

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SUBJECT: ELLECE USA INC.
Ref. Number: P13000062885

We have received your document for ELLECE USA INC. and the authorization to debit your account in the amount of $35.00. However, the document has not been filed and is being returned for the following:

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

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) 245-6050.

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ARTICLES OF RESTATEMENT

OF THE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ELLECE USA INC.

ELLECE USA INC., a corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is ELLECE USA INC. The corporation was originally incorporated under the same name, and the original Articles of Incorporation of the corporation was filed with the Secretary of State of the State of Florida on July 26, 2013. Such original Articles of Incorporation has been restated by an Articles of Restatement, which was filed with the Secretary of State of the State of Florida on September 30, 2014, and which was further amended by an Articles of Amendment filed with the Secretary of State of the State of Florida on December 16, 2014.

2. The Amended and Restated Articles of Incorporation of the corporation is hereby amended by means of striking out the whole of the ARTICLE II and ARTICLE III thereof as it now exists and inserting in lieu and instead thereof a new ARTICLE II and ARTICLE III reading as follows:

<u>ARTICLE II</u>

The address of the registered office, principal office and mailing address of the Corporation is 13250 NW 25th Street, Suite 101, Miami, FL, 33182, and the name of its registered agent at such office is Magdalena Alsina Lopez.

<u>ARTICLE III</u>

This Corporation shall have authority to issue Six Million One Thousand (6,001,000) shares of Common Capital Stock having a par value of $1.00 per share.

3. For all legal purposes, this Articles of Restatement is adopted as of July 6th, 2015.

4. All issued and outstanding shares of this corporation have approved this Articles of Restatement by unanimous written consent to action of the

shareholders in lieu of a special meeting, that being sufficient for proper stakeholder approval.

5. The text of the Restated Articles of Incorporation of the corporation as hereby restated shall read in its entirety as follows:

RESTATED ARTICLES OF INCORPORATION

OF

ELLECE USA INC.

ARTICLE I

The name of the corporation is ELLECE USA INC. (the "Corporation").

ARTICLE II

The address of the registered office, principal office and mailing address of the Corporation is 13250 NW 25th Street, Suite 101, Miami, FL, 33182, and the name of its registered agent at such office is Magdalena Alsina Lopez.

ARTICLE III

This Corporation shall have authority to issue Six Million One Thousand (6,001,000) shares of Common Capital Stock having a par value of $1.00 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

ARTICLE VI

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE VII

The Corporation may only borrow funds authorized by a motion duly approved in a special meeting of shareholders.

IN WITNESS WHEREOF, this Articles of Amendment of Restated Articles of Incorporation has been signed by all members of the Board of Directors this 6th day of July, 2015.

ELLECE USA INC.

Stefano E. Mozzi
Director

Magdalena A. Lopez
Director

Djalma A. D'Oliveira
Director

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