

17000003234

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

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(Business Entity Name)

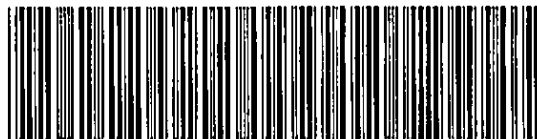
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JUL 16 2018

FILED

18 JUL 13 PM 2:22

Foreign
Profit
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MATRA SYSTEMS INC

Name of Corporation

DOCUMENT NUMBER: F17 00000 3234

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARIE ROBIER

Name of Contact Person

OMNCIO GROUP USA, inc

Firm/Company

3355 Breckinridge blvd - suite 120

Address

DULUTH, GA 30096

City/State and Zip Code

mrobier@omnicogroup.com

E-mail address: (to be used for future annual report notification) ✓

For further information concerning this matter, please call:

marie robier

at (770) 9310038 ext 159

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐

\$35.00 Filing Fee

☐

\$43.75 Filing Fee &
Certificate of Status

☒

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(Pursuant to s. 607.1504, F.S.)

F17000003234

Matra Systems, Inc.

2 GEORGIA

3. JULY 17TH 2017

(Title of person signing)

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT

NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

MATRA SYSTEMS, INC.
a Domestic Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 05/25/2018 changing its name to

OMNICO GROUP USA, INC.
a Domestic Profit Corporation

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 06/27/2018.



B. P. Kemp

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

RECEIVED
SECRETARY OF STATE
INTAKE DIVISION
2018 MAY 25 PM 1:57

Articles of Amendment of Articles of Incorporation

Article One

The name of the corporation ("corporation") is:

MAIRA SYSTEMS, INC

Article Two

The corporation hereby adopts the following amendment to change the name of the corporation. The new name of the corporation is:

OMNICO GROUP USA INC

Article Three

The amendment was duly adopted by the following method (choose one statement only):

- ☐ The amendment was adopted by the incorporators prior to the issuance of shares.
☒ The amendment was adopted by a sufficient vote of the shareholders.
☐ The amendment was adopted by the board of directors without shareholder action as shareholder action was not required.

Article Four

The date of the adoption of the amendment was: MAY 17TH 2018

Article Five

The undersigned does hereby certify that a request for publication of a notice of the filing of articles of amendment to change the corporation's name along with the publication fee of \$40.00 has been forwarded to the legal organ of the county of the registered office as required by O.C.G.A. §14-2-1006.1.

Article Six

(Check, and if applicable complete, one of the following)

- ☒ The articles of amendment shall be effective upon the filing with the Secretary of State.
☐ The articles of amendment shall be effective on: _____ at _____
(Date) (Time)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on

MAY 17TH 2018
(Date)

Signature

OLIVER ARCHER
Print Name

Capacity (choose one option only): ☐ Chairperson ☒ Officer ☐ Court-Appointed Fiduciary ☐ Attorney In Fact

Email Address: info@omnicogroup.com

RECEIVED
SECRETARY OF STATE
INTAKE DIVISION
2018 MAY 25 PM 1:57

Matra Systems, Inc

(the "Corporation")

Incorporated under the laws of the State of Georgia

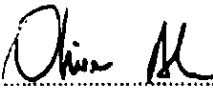
WRITTEN RESOLUTION OF SHAREHOLDERS

This written resolution is proposed and made by the majority of the eligible Shareholders of the Corporation who, at the date of the circulation of the resolution, were entitled to vote on the resolution.

IT WAS RESOLVED THAT

1. The Corporation's name shall be changed from Matra Systems, Inc. (the "Old Name") to Omnico Group USA, Inc. (the "New Name").
2. The Company's Articles of Incorporation and By Laws shall be amended to give effect to the above by substituting the New Name for the Old Name.

By signing this document we, being the only Shareholder entitled to vote on the circulation date, irrevocably agree to this resolution:


.....

Signed for and on behalf of

MATRA SYSTEMS UK LIMITED

17th May 2018

RECEIVED
SECRETARY OF STATE
INTAKE DIVISION
2018 MAY 25 PM 1:57

Matra Systems, Inc.

(the "Corporation")

Incorporated under the laws of the State of Georgia

Minutes of a meeting of the directors of the Corporation held at 200 Cedarwood, Crockford Lane, Chineham Business Park, Basingstoke, RG24 8WD, UK on May 17, 2018.

Present: Oliver Archer (Chairman)

Mel Taylor

1. Quorum and Disclosure of Interests

The Chairman reported that a notice of the meeting had been given to all those persons entitled to receive notice and, a quorum being present, the Chairman declared the meeting open.

The Directors were reminded to comply with their duties to the Corporation including their duties with respect to conflicts of interest.

The following interests were declared:

Oliver Archer – director of the Shareholder (as set out below).

Mel Taylor – director of the Shareholder (as set out below).

It was noted that none of the interests disqualified any of the directors from forming part of the quorum or voting at the meeting.

2. Documents Produced

The Corporation is a wholly owned subsidiary of Matra Systems UK Limited ("Shareholder").

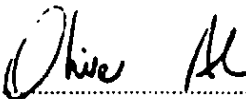
There was produced to the meeting a written form of Resolution ("Written Resolution") (copy attached) to be circulated to the Shareholder of the Corporation for its consideration and signature whereby it is resolved to change the name of the Corporation to Omnico Group USA, Inc.

3. Resolutions

It was resolved that the directors recommend to the Shareholder of the Corporation that it approve the Written Resolution.

It was resolved that, upon the written resolution being signed by the Shareholder, any Director or the secretary be instructed to file an amendment to the articles of incorporation with the Office of Secretary of State Corporations Division (Form 100).

There being no other business, the Chairman closed the meeting.


.....

Chairman