

**FLORIDA**  
**FILING**  
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**SERVICES,**  
**INC.**

**F97000005028**

DECEMBER 8, 1997

NAME : UMBRA U.S.A., INC. 200002365742--0

ACCOUNT #: FCA000000015

AUTHORIZATION: PAUL HODGE *P. D. Hodge*

TYPE OF FILING: AMENDMENT

COST: \$ 35.00

P.O. Box 10662

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97 DEC -8 PM 1:43  
DIVISION OF CORPORATION  
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97 DEC -8 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
*12/9*

**PROFIT CORPORATION  
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA  
(Pursuant to S. 607.1504, F.S.)**

**SECTION 1**

- 1- The name of the corporation is UMBRA U.S.A., INC.
- 2- The corporation was incorporated under the laws of New York.
- 3- The date the corporation was authorized to do business in Florida was 09/25/97.

**SECTION 11**

- 4- The amendment changes the name of the corporation and the date on which the name was changed under the laws of the jurisdiction of incorporation is 11/03/97.
- 5- The name of the corporation after amendment is UMBRA INC.



Dated: November , 1997

**Leslie J. Mandelbaum  
President**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

*State of New York }  
Department of State }<sup>ss:</sup>*

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**NOV 20 1997**



A handwritten signature in dark ink, appearing to read "J. L. ...", followed by a long horizontal line.

*Special Deputy Secretary of State*

Rehearsal 75  
F971103000129

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
UMBRA U.S.A., INC.

Under §805 of the  
Business Corporation Law

The undersigned, being respectively the President and Secretary of UMBRA U.S.A., INC., hereby certify:

1. The name of the Corporation is UMBRA U.S.A., INC., under which name the Corporation was formed.
2. The Certificate of Incorporation was filed by the Department of State on April 1, 1985.
3. The Certificate of Incorporation is amended to change the Corporation's name pursuant to §801(b) (1) of the Business Corporation Law.
4. Paragraph 1 of the Certificate of Incorporation which sets forth the name of the Corporation is amended as follows:
  1. The name of the Corporation is:  
UMBRA INC.
5. The foregoing amendment was authorized by vote of the Board of Directors followed by vote of the holders of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have executed this Certificate and affirm the truth of the statements herein set forth under penalty of perjury on the 31st day of October, 1997.

S/ Leslie Mandelbaum  
Leslie Mandelbaum, President

S/ Leonard G. London  
Leonard G. London, Secretary

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
UMBRA U.S.A., INC.

Under Section 805 of the Business Corporation Law

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED NOV 03 1997

TAX \$

BY:

*Erie*

Filed By:  
Relyea Services, Inc.  
P.O. Box 5167  
Albany, New York  
12205-0167

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