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FL INCORPORATORS INC

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305) 350-5221

ACCT#: 075350000473

FAX #: (305) 350-9148

NAME: INTERNATIONAL MARKETING & ADVERTISING INC.

AUDIT NUMBER.....H97000017632

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment
10/24/97
DC

10/23/1997 14:09 3054467544
10/23/1997 14:39 305-350-9148

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FL INCORPORATORS INC

PAGE 01
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10/23/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305)350-5221

FAX #: (305)350-9148

NAME: INTERNATIONAL MARKETING & ADVERTISING INC.

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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

International Marketing & Advertising Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article III is amended to read:

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) share of common stock, all of which shall have a par value of one cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed or written promises to perform services, and shall have a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

Article V is amended to read:

The Board of Directors of the Corporation shall be comprised of seven persons. The number of directors may be increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The names of the members of the Board of Directors who shall serve for a term of one (1) year and until their respective successors are duly elected are:

Roberto Galoppi
Fabio Galoppi
Andrea Ciba
Dempsey Mork
Riccardo Mortara
Randall A. Baker
Mark Neuman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: 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: Each issued and outstanding share of capital stock shall be exchanged for a like number of shares.

Florida Incorporators, Inc.
1221 Brickell Ave., Ste. 900
Miami, FL 33131
(305) 350-5221

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THIRD: The date of each amendment's adoption: October 22, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

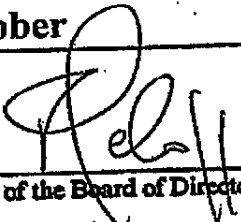
"The number of votes cast for the amendment(s) was/were sufficient
for approval by _____ voting group"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 22nd of October, 19 97

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Roberto Galoppi

Typed or printed name

President

Title

H97000017632