

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations

Fax Number : (850) 617-6380

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Account Number : 076077001461

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: michael.reyes@neoris.com

COR AMND/RESTATE/CORRECT OR O/D RESIGN
NEORIS USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

RECEIVED

10 SEP 23 AM 8:00

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*Amend
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9/23/2010*



Transmittal Cover Sheet

From: Debra Palmisano
Tel: 305.789.5357
E-Mail: palmisanod@gtlaw.com

To:	Fax No:	Company:	Phone No.:
Florida Department of State	18506176380	Division of Corporations	

File No.: 067052.010600

Re: Neoris USA, Inc.

Date: 9/23/10 9:47 AM

No. Pages: Including Cover Sheet 5

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Notes: Attached please find amended and restated articles of incorporation of Neoris USA, Inc. Kindly send certified copy. Thanks

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEORIS USA, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, NEORIS USA, INC., a Florida corporation (the "Corporation"), certifies that:

These Amended and Restated Articles of Incorporation contain amendments requiring the approval of the holders of shares of the common stock of the Corporation, and the shareholders of the Corporation approved such amendments by means of a unanimous written consent effective as of July 2, 2010. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation.

The text of the Articles of Incorporation of the Corporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Department of State, to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEORIS USA, INC.**

ARTICLE I - NAME

The name of this Corporation is NEORIS USA, INC.

ARTICLE II - PURPOSE

This Corporation is being formed for the following purposes:

a. To engage in any and all lawful business or activity permitted under the laws of the United States, the State of Florida and any other jurisdiction in which such business or activities are conducted. To the extent any business or activity sought to be conducted requires compliance with local regulations or professional requirements, such business or activity will be conducted in compliance with applicable local laws.

b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III - DURATION

The period during which the Corporation shall continue is perpetual.

ARTICLE IV - SHARES

This Corporation is authorized to issue is 2,000 shares of common stock with a par value of \$.01 per share (the "Common Stock").

ARTICLE V - PLACE OF BUSINESS

The address of the principal office of the Corporation is 703 Waterford Way, Suite 700, Miami, Florida 33126 and the mailing address of the office of the Corporation is P.O. Box 1500, Houston, Texas 77251

ARTICLE VI - REGISTERED AGENT

The street address of the Corporation's registered office is 703 Waterford Way, Suite 700, Miami, Florida 33126, and the name of its registered agent at that address is Roger S. Saldaña.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The number of directors serving on the Board of Directors shall be determined in accordance with the Corporation's Bylaws, but shall not be less than one (1).

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles of Incorporation and the Bylaws of the Corporation may be amended in the manner provided in the Bylaws of the Corporation.

ARTICLE IX - INDEMNIFICATION

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Act as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful or (v) for any transaction from which the director or officer derived an improper personal benefit.

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The 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 12th day of July, 2010.

By: 

Name: Roger Saldana
Title: Secretary

WDC 372,178,932v1 7-21-10

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