

P00000117657

LAW OFFICES OF

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SANTIAGO J. PADILLA, ESQ.

January 23, 2002

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VIA FIRST CLASS MAIL

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Induplast Miami, Inc./Document No. P00000117657.

Dear Sir/Madam:

Please be advised that I represent the above-referenced corporation. Enclosed herewith are the Restated and Amended Articles of Incorporation of the corporation, which are hereby being submitted for filing. Enclosed is a check for \$35.00 covering the filing fee.

Thank you for your attention to this matter. Please call me if you have any questions or concerns.

Sincerely,


Santiago J. Padilla

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SJP/meh

Enclosures


P00 000117657
Amended
MP
1-28-02

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
INDUPLAST MIAMI, INC.

The undersigned President and Secretary of INDUPLAST MIAMI, INC., pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby submit the following Restated and Amended Articles of Incorporation and in connection therewith certify as follows:

1. The name of the corporation is INDUPLAST MIAMI, INC.
2. The corporation was originally incorporated on December 20, 2000, under document number P00000117657.
3. The Restatement and Amendment of the Articles of Incorporation was adopted, upon recommendation of the Board of Directors, by the Shareholders of the Corporation on November 23, 2001 by Special Meeting, at which a sufficient number of votes necessary for approval was received, and such Restatement and Amendment is intended to be effective as of November 23, 2001, pursuant to Section 607.1007 of the Florida Business Corporation Act.
4. The Articles of Incorporation of INDUPLAST MIAMI, INC. are hereby Restated and Amended as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



This Document Prepared By:
Santiago J. Padilla, Esq.
Law Offices of Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131
Tel: (305) 358-1949

Florida Bar No. 0037478

RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
INDUPLAST

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation is "INDUPLAST MIAMI, INC." The mailing address of the Corporation shall be 9605 NW 79 Avenue, No 7, Hialeah Gardens, Florida 33016.

ARTICLE II
Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Capital Stock

The total authorized capital stock of the Corporation shall be 10,000,000 shares of Common Stock, par value \$0.01 per share. Shareholders shall have no preemptive rights. Cumulative voting shall not be permitted.

ARTICLE IV
Term of Corporate Existence

The Corporation commenced its existence on December 20, 2000. It shall have perpetual existence, unless dissolved according to law.

ARTICLE V
Registered Agent and Registered Office

The name of the Registered Agent of the Corporation is:

Tammy Perez

The street address of the Registered Office of the Corporation is:


7005 West 17th Court
Hialeah, Florida 33014

ARTICLE VI
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VII
Initial Board of Directors

At the time of this Restatement and Amendment, the Corporation has one (1) Director. The name and street address of the sole Director of this Corporation, is as follows:



Carlos A. Imazio
9605 NW 79th Avenue, No. 7
Hialeah Gardens, Florida 33016

ARTICLE VIII
By Laws

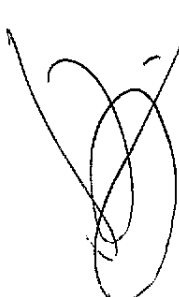
The Board of Directors shall adopt By Laws for the Corporation. The By Laws may be amended, altered or repealed by the shareholders or directors in any manner permitted by the By Laws.

ARTICLE IX
Indemnification

a) The Corporation shall indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation against such person upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.


(b) The Corporation may indemnify to the fullest extent permitted under, in accordance with or not prohibited by the laws of the State of Florida, as amended from time to time, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was an employee or agent of the Corporation or is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by the Corporation against such person upon authorization of the Board of Directors), or other matters referred to in or covered by the provisions of said laws, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings.



(c) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount even if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX. Such expenses (including attorneys' fees) incurred by other employees and agents may also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(d) The rights to indemnification and to the advancement of expenses conferred in this Article IX shall be deemed to constitute contract rights. If a claim under this Article IX is not paid in full by the Corporation within sixty (60) days after a written claim has been received, by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be thirty (30) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense and cost (including attorneys' fees) of prosecuting or defending such suit. If any suit brought

by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforcing a right to an advancement of expenses) the Corporation shall have a full defense to such suit if upon final adjudication it is found that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Likewise, in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover its expenses and costs (including attorneys' fees) upon a final adjudication that the indemnitee has not met the applicable standard for indemnification set forth in the Florida Business Corporation Act. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that the indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard for indemnification, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met the applicable standard of conduct for indemnification, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnttee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses, pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, whether under this Article IX, by statute, law, contract, or otherwise, shall be on the Corporation.




(e) The indemnification and advancement of expenses provided for herein shall not be deemed to be exclusive of any other rights to which those indemnified may be entitled to under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person.

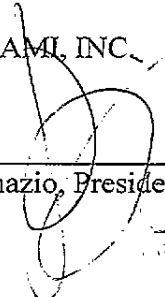
(f) Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article IX may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding, to the extent provided or authorized bylaw, or on the basis of the applicable law in effect at the time indemnification is sought.

(g) The rights to indemnification and to the reimbursement or advancement of expenses conferred in this Article IX shall (i) be deemed to constitute contract rights pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and the director or officer (notwithstanding the existence or non-existence of any separate written contract),

(ii) continue to exist after the rescission or restrictive modification or amendment hereof with respect to the events occurring prior thereto, and (iv) continue after any termination of a position of employment, whether or not for cause, as to all claims made with respect to the period during which the claimant was an officer or director.

The foregoing Restated and Amended Articles of Incorporation restate and amend, in accordance with Section 607.1007 of the Florida Statutes, the provisions of the Corporation's Articles of Incorporation.

By: 
Carlos A. Imazio, Secretary

INDUPLAST MIAMI, INC.
By: 
Carlos A. Imazio, President

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on November 26, 2001 by CARLOS A. IMAZIO, who presented his Argentine Passport as identification and acknowledged that he executed the same freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year above written.


Notary Public, State of Florida

[Seal]



Santiago J. Padilla
Commission # CG 900875
Expires Jan. 9, 2004
Bonded Thru
Atlantic Bonding Co., Inc.