P01000001434

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000217048 3)))

H070002170483ABC$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5926

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 AUG 29 PM 3:19

COR AMND/RESTATE/CORRECT OR O/D RESIGN

EVOLUTION USA, INC.

RECEIVED
2007 AUG 29 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	$35.00

Electronic Filing Menu Corporate Filing Menu Help

8/29/07

Amend Rest

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2007 AUG 29 PM 3: 19

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EVOLUTION USA, INC.

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act, Evolution 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 10, 2007. The number of votes cast in favor of the amendments was sufficient for approval by the holders of the common stock of the Corporation. These Amended and Restated Articles of Incorporation were duly adopted, and proposed and recommended for action by the shareholders, by the Board of Directors by unanimous written consent effective as of July 10, 2007.

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
EVOLUTION USA, INC.

ARTICLE I - NAME

The name of this Corporation is TechnoMarine USA, Inc.

ARTICLE II - PURPOSE

The purpose for which this Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Act").

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV - PRINCIPAL OFFICE ADDRESS

The address of the principal office and the mailing address of the office of the Corporation is 2915 Biscayne Boulevard, Suite 303, Miami, Florida 33137.

ARTICLE V - CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, having no par value.

ARTICLE VI - REGISTERED AGENT AND OFFICE

The street address of the Corporation's registered office is, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

ARTICLE VII - DIRECTORS

The Board of Directors shall consist of three (3) persons. The names of the Directors are Jean-Claude Yana, Gilbert Ohayon and Alain Lellouche.

ARTICLE VIII - 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.

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 10th day of July, 2007.

By: ______________________________

Name: Jean-Claude Yana

Title: Chairman

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TechnoMarine USA, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT CORPORATION SYSTEM
By: Anthony LiCausi
Name: Anthony LiCausi
Title: Vice President

Dated: August 29, 2007