

Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

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

Email Address: _____

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12 JAN -3 PM 4:01
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TALLAHASSEE, FLORIDA

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

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

Help

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: API USA, Inc.

DOCUMENT NUMBER: P01000047287

Please return all correspondence concerning this matter to the following:

Name of Contact Person

Corporation Service Company (CSC)

Firm/ Company

Address

City/ State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alecia Monroe

at (330) 273-8873

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

API USA, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P01000047287

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

*_____, Florida
(City) (Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

*_____
Signature of New Registered Agent, if changing*

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12 JAN -3 PM 4:01
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TALLAHASSEE, FLORIDA

- v. **If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**
(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)

| <u>Title(s)</u> | <u>Name</u> | <u>Address</u> |
|-----------------|-------------------------------|--|
| 1) _____ | Please see the list attached. | Please see the updated Officer/Director list attached. |
| 2) _____ | _____ | _____ |
| 3) _____ | _____ | _____ |
| 4) _____ | _____ | _____ |
| 5) _____ | _____ | _____ |
| 6) _____ | _____ | _____ |

If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:

| <u>Title(s)</u> | <u>Name</u> | <u>Title(s)</u> | <u>Name</u> |
|-----------------|-------------------|-----------------|-------------|
| 1) <u>D</u> | Andrea Marsi | 4) _____ | _____ |
| 2) <u>D</u> | Vittorio Magnaghi | 5) _____ | _____ |
| 3) _____ | _____ | 6) _____ | _____ |

(attach additional sheets, if necessary). (Be specific)

F. 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:
(if not applicable, indicate N/A)

The date of each amendment(s) adoption: 12/30/2011

(date of adoption - required)

Effective date if applicable: 12/30/2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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

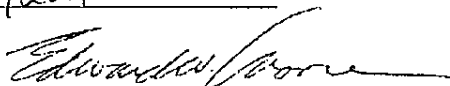
by _____."
(voting group)

☒ 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.

Dated 12/30/2011

Signature



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Edward W. Moore

(Typed or printed name of person signing)

Secretary

(Title of person signing)

API USA, INC. (FLORIDA)**OFFICERS**

— Marino Marsi
Δ Giorgio Magnaghi
* Mark McGonigle
○ Edward W. Moore
○ Ronald A. Rice
○ Tracy D. Crandall

TITLE

President
Vice President- Finance
Treasurer
Secretary
Assistant Secretary
Assistant Secretary

DIRECTORS

* David P. Reif
* Mark McGonigle
Δ Giorgio Magnaghi

ADDRESSES

— 2025 NW 102 Avenue, Suite 107, Miami, FL 33172
Δ Via Trieste 13, 16018 Mignanego, Genova Italy
* 1000 East Park Avenue, Maple Shade, N.J. 08052
○ 2628 Pearl Road, Medina, OH 44256