



PO1000048438

ACCOUNT NO. : 072100000032

REFERENCE : 433854 11654A

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 43.75

ORDER DATE : March 6, 2002

ORDER TIME : 1:26 PM

ORDER NO. : 433854-005

CUSTOMER NO: 11654A

900005050939--8

CUSTOMER: Jessie Spells, Legal Assistant  
Holtzman Equels & Furia  
2601 South Bayshore Drive  
Suite 600  
Miami, FL 33133

RECEIVED

02 MAR -6 PM 1:49

DOMESTIC AMENDMENT FILING

NAME: TRACOMAN, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

FILED  
02 MAR -6 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*N.C.*  
C. Coulliette MAR 06 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

TRACOMAN, INC.

(present name)

(Document Number of Corporation (If known))

*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 I is to be amended as follows: The name of the Corporation is COEMAR  
USA, INC.

**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:

FILED  
02 MAR -6 PM 3:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption:

February 20, 2002

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 of February, 2002.

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)

Gerard Cohen

(Typed or printed name)

Director

(Title)

02/26/02 TUE 17:20 FAX 9546898460  
FROM : R.H. ARNOLD & CO.  
02/21/02 THU 13:02 FAX 9546898460

STANTON GROUP  
FAX NO. : 212 757-8972  
STANTON GROUP

FEB. 21 2002  
002  
002

**UNANIMOUS WRITTEN CONSENT OF  
THE DIRECTORS OF TRACOMAN, INC.**

The undersigned, being all of the Directors of Tracoman, Inc., a Florida corporation ("Corporation"), do hereby unanimously consent, without a meeting of the Directors of the Corporation pursuant to §607.0821 of the Florida Business Corporation Act, to the adoption of the following resolutions upon the execution of this Unanimous Written Consent:

**WHEREAS**, the Directors of the Corporation have determined that it would be in the best interest of the Corporation to change its corporate name to Coemar USA, Inc.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Corporation is hereby authorized to change its corporate name to Coemar USA, Inc.; and

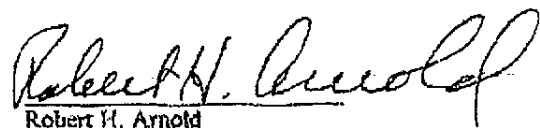
**FURTHER RESOLVED**, that the President, Gerard Cohen, or his designated Attorney-in-Fact, of the Corporation be, and he hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take any and all action necessary to effectuate the foregoing resolutions, including approving any instruments, agreements, certificates, papers and documents, and filing and recording the same with the State of Florida, and any other jurisdiction where the Corporation does business, and to do such other things, as he may deem necessary and desirable to effectuate the actions authorized by the foregoing resolutions.

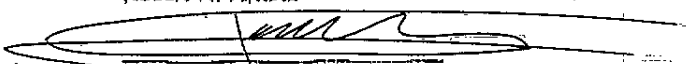
**IN WITNESS WHEREOF**, the undersigned, constituting all of the Directors of the Corporation, have executed this Action by Unanimous Written Consent on this \_\_\_\_ day of February, 2002.

**DIRECTORS:**

  
Gerard Cohen

  
Rory H. Brooks

  
Robert H. Arnold

  
Daniel Arty, CPA

**UNANIMOUS WRITTEN CONSENT OF  
THE DIRECTORS OF TRACOMAN, INC.**

The undersigned, being all of the Directors of Tracoman, Inc., a Florida corporation ("Corporation"), do hereby unanimously consent, without a meeting of the Directors of the Corporation pursuant to §607.0821 of the Florida Business Corporation Act, to the adoption of the following resolutions upon the execution of this Unanimous Written Consent:

**WHEREAS**, the Directors of the Corporation have determined that it would be in the best interest of the Corporation to change its corporate name to Coemar USA, Inc.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Corporation is hereby authorized to change its corporate name to Coemar USA, Inc.; and

**FURTHER RESOLVED**, that the President, Gerard Cohen, or his designated Attorney-in-Fact, of the Corporation be, and he hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation, to take any and all action necessary to effectuate the foregoing resolutions, including approving any instruments, agreements, certificates, papers and documents, and filing and recording the same with the State of Florida, and any other jurisdiction where the Corporation does business, and to do such other things, as he may deem necessary and desirable to effectuate the actions authorized by the foregoing resolutions.

**IN WITNESS WHEREOF**, the undersigned, constituting all of the Directors of the Corporation, have executed this Action by Unanimous Written Consent on this \_\_\_\_ day of February, 2002.

**DIRECTORS:**

  
Gerard Cohen

  
Rory H. Brooks

  
Robert H. Arnold

  
Daniel Arty, CPA