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CARLTON FIELDS

P.001

Division of Corporations

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

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11 FEB -8 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -8 AM 10:52

Amended
Resigned
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TC

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

11 FEB -8 AM 10:52
RECEIVED
FEB 8 2011

1. The name of this corporation is ARPA USA, INC., a Florida corporation (the "Corporation"), whose principal office and business mailing address is 13300 Vantage Way, Jacksonville, FL 32218.

2. The Articles of Incorporation of the Corporation, originally filed March 19, 2003, under Document No. P03000031960, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I
Name

The name of the Corporation is ARPA USA, INC.

ARTICLE II
Principal Office

The principal office and mailing address of the Corporation shall be 13300 Vantage Way, Jacksonville, FL 32218.

ARTICLE III
Duration

The Corporation shall have a perpetual existence.

ARTICLE IV
Nature of Business

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE V
Capital Stock

(a) **Authorized Capital** The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.01 per share.

(b) **Restrictions on Transfer of Stock** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE VI
Registered Office and Agent

The street address of the registered office of this Corporation shall be 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736, and the registered agent of this Corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII
Directors

(a) **Board.** The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven.

(b) **Compensation.** The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

(c) **Indemnification.** The board of directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VIII
Bylaws

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Amended and Restated Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

3. The foregoing Amended and Restated Articles of Incorporation were adopted by the shareholders of the Corporation on 2 December 2010, by unanimous written consent.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, all of the Corporation's 1,000 shares of authorized common stock, par value \$.01 per share, have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this ... day of December, 2010.

ARPA USA, INC.

By: Stefano Mion S. Musmeci
Stefano Mion S. Musmeci
Director Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Amended and Restated Articles of Incorporation of ARPA USA, Inc., as the Registered Agent of this company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of their duties, and is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

CFRA, LLC, a Florida Limited Liability Company

Dated: January 1, 2011

By: LL/K

Andrew J. Marcus, Esq.
Authorized Representative