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14 SEP 24 PM 3:10

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DIVISION OF CORPORATION

Almond

9-25-14

DC

CT

September 24, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9287272 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida :

Please obtain the following:

ITERA USA, INC. (FL)
Amendment
Florida

ITERA USA, INC. (FL)
Obtain Document - Misc - Certified Copy of Amendment
Filing
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ITERA USA, INC.

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Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned, on behalf and in the name of ITERA USA, Inc., a Florida corporation (the "Corporation") adopts these Articles of Amendment:

FIRST: The name of the Corporation is ITERA USA, Inc.

SECOND: The Articles of Incorporation of this Corporation are amended by deleting Article IV in its entirety and inserting the following:

"ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue two (2) classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock that this Corporation is authorized to issue is two thousand (2,000) shares. One thousand (1,000) shares shall be Common Stock, par value \$0.01 per share, and one thousand (1,000) shares shall be Preferred Stock, par value \$0.01 per share. Each share of Common Stock shall entitle the holder thereof to one vote on all corporate matters requiring the vote of the shareholders.

The relative powers, preferences, special rights, qualifications, limitations and restrictions granted to or imposed on the Preferred Stock or the holders thereof are as follows:

1. **Dividends.** The holders of the Preferred Stock shall be entitled in any fiscal year to receive dividends, when and as declared by the Board of Directors, out of any funds legally available for the payment of dividends, paid in cash at the rate of \$0.01 per Preferred share before any dividend is paid on Common Stock. This dividend may be payable quarterly or otherwise as the Board of Directors may from time to time determine. Dividends may be declared and paid on Common Stock in any fiscal year of the corporation only if dividends shall have been paid to or declared and set apart on all Preferred Stock at that annual rate for each quarter of the fiscal year of the corporation, including the quarter in which dividends on Common Stock are declared. The right to dividends on Preferred Stock shall not be cumulative, and no right shall accrue to the holders of Preferred Stock by reason of the fact that dividends on those shares are not declared in any prior year, nor shall any undeclared or unpaid dividend bear or accrue interest.

2. **Liquidation Rights.**

a. On any voluntary or involuntary liquidation, dissolution, or winding up of the corporation (a "Liquidation Event"), the holders of the Preferred Stock shall be entitled to receive, out of the assets of the corporation, whether those assets are capital or surplus of any nature, an amount equal to \$0.01 per Preferred share, plus an amount equal to any dividends on those Preferred Stock declared and unpaid on the date of that distribution, and no more, before any payment shall be made or any assets

distributed to the holders of Common Stock. If upon the occurrence of a Liquidation Event the assets so distributed among the holders of Preferred Stock shall be insufficient to permit full payment to those shareholders of the full preferential amounts, then the entire assets of the corporation shall be distributed ratably among the holders of Preferred Stock.

b. After payment or distribution to the holders of Preferred Stock of the full preferential amounts, the holders of Common Stock shall be entitled to receive, ratably, all remaining assets of the corporation.

c. A consolidation or merger of the corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the corporation, shall not be deemed to be a Liquidation Event within the meaning of paragraph (a).

d. The corporation shall give each record holder of Preferred Stock written notice of any impending Liquidation Event no later than ten (10) days prior to the stockholders' meeting called to approve such transaction, or ten (10) days prior to the closing of such Liquidation Event, whichever is earlier, and shall also notify such holders in writing of the final approval of such Liquidation Event. The first of such notices shall describe the material terms and conditions of the impending Liquidation Event (including, without limitation, the amount of proceeds to be paid to each share in connection with the Liquidation Event) and the provisions of this Section 2, and the corporation shall thereafter give such holders prompt notice of any material changes. The Liquidation Event shall in no event take place sooner than ten (10) days after the corporation has given the first notice provided for herein or sooner than five (5) days after the Corporation has given notice of any material changes provided for herein; provided, however, that such periods may be shortened upon the written consent of the holders of Preferred Stock that represent a majority of all then-outstanding shares of Preferred Stock and that are entitled to such notice rights or similar notice rights.

3. **Redemption.** The holders of Preferred Stock shall have no redemption rights.

4. **Conversion.** The holders of Preferred Stock shall have no conversion rights.

5. **Voting Rights.** The holders of Preferred Stock shall have no voting rights."

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on September 23, 2014, by unanimous approval of the board of directors and majority approval of the shareholders of the Corporation.

FOURTH: The number of votes cast for the amendment by the shareholders was sufficient for approval.

[SIGNATURE PAGE NEXT]

Signed on September 23, 2014.

ITERA USA, INC.

By: Dennis A. Foster

Name: Dennis A. Foster

Title: Secretary