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** JOB STATUS REPORT ** AS OF SEP 04 2007 5:59 PM PAGE. 01
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TO 22275#888060#000 P.02

9/5/2007 12:56 PAGE 001/001 Florida Dept of State



September 5, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ATRICORE INC.
701 BRICKELL AVE SUITE 3000
MIAMI, FL 33131

SUBJECT: ATRICORE INC.
REF: P07000089816

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ATRICORE INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopt the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of ATRICORE, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on August 9, 2007 (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and all of the sole Shareholder of the Corporation on August 28th, 2007:

ARTICLE I. NAME

The name of the corporation is ATRICORE INC., (the "Corporation").

ARTICLE II. ADDRESS

The principal address of the Corporation is:

890 West End Avenue
Apt.10E
New York, NY 10025

The mailing address of the Corporation is:

701 Brickell Avenue
Suite 3000
Miami, FL 33131

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on August 9, 2007.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

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ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having \$0.01 par value per share.

ARTICLE VI. DIRECTORS/OFFICERS

The names and addresses of the initial Director and Officer(s) of the Corporation are:

Gianluca Brigandi: Director and President
Federico Lacroze 2122 PB
Ciudad de Buenos Aires, Argentina

Sergio Besfamille: Director and Secretary
Federico Lacroze 2122 PB
Ciudad de Buenos Aires, Argentina

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, FL 33131 and the name of the Corporation's registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Mauricio D. Rivero
701 Brickell Avenue, Suite 3000
Miami, FL 33131

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

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These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 28th day of August, 2007.



Sergio Besfamille, Secretary and President

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