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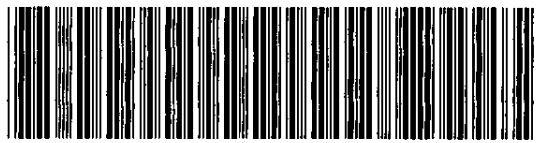
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Amend & Resubmit
Articles
[Signature]

2009 JAN 28 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



2506 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
TELEPHONE (305) 779-5041 • FACSIMILE (305) 779-5047
rsa@sanchez-aballi.com • www.sanchez-aballi.com

January 26, 2009

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: INDRA USA Inc.

Dear Sir/Madam:

Enclosed for filing please find the Amended and Restated Articles of Incorporation for Indra USA Inc. together with check no. 3065 payable to the Department of State in the amount of \$35.00 in payment of the filing fee.

Thank you for your attention to this matter. Should you need anything further in order to file the enclosed Articles, please contact the undersigned at your earliest convenience.

Very truly yours,

RAFAEL J. SANCHEZ-ABALLI P.A.

Rafael Sánchez-Aballí, Esq.

Enclosures

cc: Emilio T. Gonzalez (w/o encl.)(via facsimile)
Patricia Miranda Villar (w/o encl.)(via facsimile)

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
INDRA USA INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Sections 607.1002, 607.1006 and 607.1007, INDRA USA Inc., a Florida Corporation (the "Corporation"), hereby certifies as follows and adopts the following Amended and Restated Articles of Incorporation:

1. The name of the Corporation is INDRA USA Inc. and it was originally incorporated in the Commonwealth of Pennsylvania on September 27, 2006 under the name Integrated Energy Software Solutions Inc. On May 22, 2008, the Corporation, under its then name INDRA Information Systems USA Inc., filed with the Florida Secretary of State a Certificate of Domestication and Articles of Incorporation, under document number P08000051511, transferring the seat of incorporation from Pennsylvania to Florida. On May 27, 2007, the Corporation filed Amended Articles of Incorporation, changing its name from INDRA Information Systems USA Inc. to INDRA USA Inc.

2. These Amended and Restated Articles of Incorporation shall amend, restate and supersede in their entirety any and all prior Articles of Incorporation, as amended, including, without limitation, any Articles of Incorporation and Amended Articles of Incorporation, filed in the Commonwealth of Pennsylvania and the State of Florida, from the date of the Corporation's original incorporation through the date hereof.

3. These Amended and Restated Articles of Incorporation were unanimously adopted and approved by the Corporation's directors pursuant to Section 607.1002 of the Florida Business Corporation Act on the 23rd day of December, 2008 and contain amendments that do not require shareholder approval.

ARTICLE I - NAME

The name and the principal place of business and mailing address of this Corporation shall be:

INDRA USA Inc.
800 Brickell Avenue, Suite 1270
Miami, Florida 33131

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1,000 shares of Common Stock having \$0.01 par value.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered office of this Corporation in the State of Florida and the name of the registered agent of this Corporation at such offices are:

Rafael J. Sanchez-Aballi, Esq.
2506 Ponce de Leon Blvd.
Coral Gables, Florida 33134

ARTICLE VI - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two (2) directors. The number of directors may be increased or decreased as provided in the Bylaws of the Corporation.

ARTICLE VII - NAME AND STREET ADDRESS OF DIRECTORS AND OFFICERS

The name and street address of the members of the Board of Directors and the officers of the Corporation who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

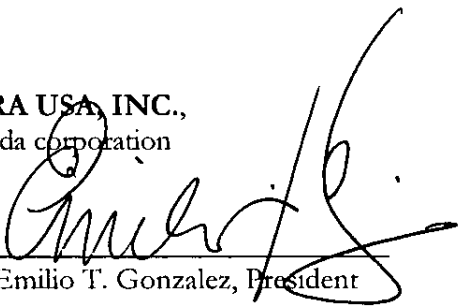
<u>Name</u>	<u>Office</u>	<u>Street Address</u>
Josep Pujol Ferrusola	Director Chairman of the Board	800 Brickell Avenue, Ste. 1270 Miami, Florida 33131
Javier de Andrés González	Director Secretary Treasurer	800 Brickell Avenue, Ste. 1270 Miami, Florida 33131
Emilio T. Gonzalez	President	800 Brickell Avenue, Ste. 1270 Miami, Florida 33131
Sandra Martin Moran	Assistant Secretary	800 Brickell Avenue, Ste. 1270 Miami, Florida 33131

ARTICLE VIII - INDEMNIFICATION

The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a shareholder, director, officer or employee of the Company, or is or was serving at the request of the company as a shareholder, director, manager, officer or employee of another corporation, partnership, joint venture, trust, limited liability company or other enterprise, to the fullest extent permitted by law.

Executed on the 23rd day of December, 2008.

INDRA USA, INC.,
a Florida corporation

By: 

Emilio T. Gonzalez, President

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, INDRA USA Inc. having filed its Amended and Restated Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2506 Ponce de Leon Blvd., Coral Gables, Florida 33134, has named Rafael J. Sanchez-Aballi, Esq., located thereat as its registered agent to accept service of process within this state.

INDRA USA, INC.,
a Florida corporation

By: _____

Emilio T. Gonzalez, President

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

Rafael J. Sánchez-Aballí, Esq.