

# P94000000867

1/19/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: CONSONNI U.S.A., INC.

AUDIT NUMBER.....H98000001163

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

*Amended  
and  
Restated  
Art.  
1/21/98  
De*

1/19/98

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.  
CONTACT: BEVERLY F BRYAN  
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 20, 1998

CONSONNI U.S.A., INC.  
1900 GLADES ROAD  
BOCA RATON, FL 33431

SUBJECT: CONSONNI U.S.A., INC.  
REF: P94000000867

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

- ✓ The current name of the entity is as referenced above. Please correct your document accordingly.
- ✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.
- ✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.
- ✓ The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000001163  
Letter Number: 898A00002972

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DIVISION OF CORPORATIONS

H98000001163

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CONSONNI U.S.A., INC.**

FILED  
98 JAN 21 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being all the Board of Directors and Shareholders of CONSONNI U.S.A., INC. (hereinafter the "Corporation"), a Florida corporation, do hereby certify and set forth:

1. The name of the corporation is CONSONNI U.S.A., INC.
2. The Articles of Incorporation of the Corporation were filed on January 5, 1994.
3. The Articles of Incorporation are amended, as authorized by The Florida Business Corporation Act, (i) to increase the authorized number of shares which the corporation shall have authority to issue 20,000,000 shares of Common Stock, \$.0001 par value, (ii) to authorize to issue 2,500,000 shares of Preferred Stock, par value \$.0001; (iii) to expressly not be subject to Section 607.0901; (iv) and to expressly be subject to Section 607.0902 of the Florida Business Corporation Act.
4. The Amended and Restated Articles of Incorporation were adopted by the Sole Shareholder and the Board of Directors on December 1, 1997. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

**ARTICLE I.**  
**CORPORATE NAME**

The name of this Corporation shall be: CONSONNI U.S.A., INC.

**ARTICLE II.**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is c/o Consonni U.S.A., Inc., One Lincoln Place, 1900 Glades Road, Suite 351, Boca Raton, Florida 33431.

Gayle Coleman, Esq. - Florida Bar No. 857327  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33308  
954-763-1200

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**ARTICLE III.  
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV.  
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) twenty million (20,000,000) shares of common stock, par value \$.0001 per share, and (ii) two million, five hundred thousand (2,500,000) shares of Preferred Stock having a par value of \$.0001 per share.

Classes and series of the Common Stock and Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Common Stock as adopted by the Board of Directors.

**ARTICLE V.  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI.  
REGISTERED AGENT AND  
REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Gayle Coleman  
Atlas, Pearlman, Trop & Borkson, P.A.  
200 East Las Olas Boulevard, Suite 1900  
Fort Lauderdale, Florida 33301

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**ARTICLE VII.  
BOARD OF DIRECTORS**

This Corporation shall have two (2) Directors.

**ARTICLE VIII.  
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX.  
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X.  
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

This Amendment to the Articles of Incorporation, which supersedes the original Articles of Incorporation of the Corporation, was authorized by the unanimous written consent of the Board of Directors followed by the unanimous written consent of the shareholders of the corporation.

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE OF PROCESS**

CONSONNI U.S.A., INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at One Lincoln Place, 1900 Glades Road, Suite 351, Boca Raton, Florida 33431 has named Gayle Coleman whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
GAYLE COLEMAN

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I WITNESS WHEREOF, this Amended and Restated Articles of Incorporation of Consonni U.S.A., Inc., a Florida corporation, has been executed this 1st day of December, 1997.

By: 

PEDRO PABLO ERRAZURIZ  
SHAREHOLDER AND DIRECTOR  
CHAIRMAN OF THE BOARD

By: 

DAVID MAYER, Director and President

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