

Mar-19-03 10:07am From-SH&D LLP
Division of Corporations

305 577 7001

T-751 P.001 F-759

P97000013048

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000084655 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : STEEL HECTOR & DAVIS
Account Number : 071541002004
Phone : (305)577-4726
Fax Number : (305)577-7001

RECEIVED
03 MAR 19 AM 11:43
DIVISION OF CORPORATIONS
FLORIDA

RECEIVED
03 MAR 19 AM 10:13
DIVISION OF CORPORATIONS

BASIC AMENDMENT

GAIA TECHNOLOGIES CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

AM-Rest/AC
P.001
3/19/2003
(4)

US MAR 19 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GAIA TECHNOLOGIES CORPORATION**

Pursuant to Sections 607.1003(6) and 607.1007 of the Florida Business Corporation Act, GAIA Technologies Corporation, a Florida corporation (the "Corporation"), certifies that:

The Corporation has less than 35 shareholders, and this Amendment to the Articles of Incorporation was duly adopted by the Corporation effective as of February 27, 2003, pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous written consent of the holders of all of the issued and outstanding shares of Common Stock of the Corporation.

The text of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety, effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of Florida, to read as follows:

ARTICLE I - NAME

The name of the Corporation is GT US, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares at a par value of \$1.00 per share.

ARTICLE IV - REGISTERED AGENT

The street address of the registered office of the Corporation is 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131 and the name of the registered agent of the Corporation at that address is Peninsula Registered Agents, Inc.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the Corporation is 321 Fortune Blvd., Milford, MA 01757.

Mar-19-03 10:07am From-SH&D LLP 1

305 577 7001

T-751 P.003

F-759

H03000084655 7

IN WITNESS WHEREOF, GALA Technologies Corporation has caused these Amended and Restated Articles of Incorporation to be executed effective as of the 27th day of February, 2003.

GALA TECHNOLOGIES CORPORATION

By: 

Name: Karl-Heinz Dabicy

Title: President

H03000084655 7

H03000084655 7

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN
THE STATE OF FLORIDA.

1. The name of the limited liability company is GT US, INC.
2. The name and Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
43rd Floor
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Palmisano, Vice President

Date: February 27, 2003