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**BASIC AMENDMENT****WAM A.H., INC.**

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TALLAHASSEE FLORIDA

Certificate of Status	0
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*Amended & Restated*

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*Articles*

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CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF WAM A.H., INC.,  
a Florida corporation

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TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1002 and 607.1007 of the Florida Business Corporation Act, WAM A.H., Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: WAM A.H., INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, granting preemptive rights and deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Board of Directors of the Corporation on December 31, 1999.
3. The Amended and Restated Articles of Incorporation do not require shareholder approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of December 31, 1999.

WAM A.H., INC., a Florida corporation

By:   
Massimo Magnani, Chief  
Executive Officer and Director

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WAM A.H., INC.

The undersigned, the Chief Executive Officer and a director of WAM A.H., INC., (the "Corporation") pursuant to the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: WAM A.H., INC.

ARTICLE II

DURATION

The duration of the Corporation will be perpetual.

ARTICLE III

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is:

75 Boulderbrook Circle  
Lawrenceville, GA 30045

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ARTICLE V

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to issue is Ten Million (10,000,000) shares of Common Stock at \$.0001 par value per share.

ARTICLE VI

PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Such rights may be further defined by bylaw provisions or by a unanimous shareholders' agreement.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII

BOARD OF DIRECTORS

The corporation shall have five (5) directors. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the directors are:

<u>Names</u>	<u>Addresses</u>
Vainer Marchesini	Via Cavour, 388-1-41030 Ponte Motta di Cavezzo (MO) Italy
Marcello Marchesini	Via Cavour, 388-1-41030 Ponte Motta di Cavezzo (M) Italy
Claudio Sgarbi	Via Cavour, 388-1-41030 Ponte Motta di Cavezzo (MO) Italy

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Adriano Marchesini

Via Cavour, 388-1-41030  
Ponte Motta di Cavezzo (MO Italy)

Massimo Magnani

75 Boulderbrook Circle  
Lawrenceville, GA 30045


## ARTICLE IX

### INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 31 day of December, 1999.

  
\_\_\_\_\_  
Massimo Magnani, Chief Executive  
Officer and Director

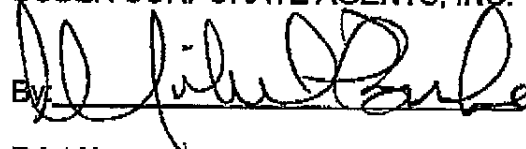
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for WAM A.H., INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Print Name: Michael A. Berke

Title: Vice President

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