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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

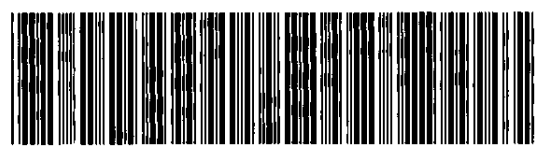
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUN -7 PM 3:37

Name chs
@ 6/9/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: IMA Edwards , Inc.
Name of Corporation

DOCUMENT NUMBER: F06000001498

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Debra Dickman
Name of Contact Person

IMA Life North America Inc.
Firm/Company

2175 Military Road
Address

Tonawanda, NY 14150
City/State and Zip Code

deb.dickman@imalife.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debra Dickman at (716) 695-6354 x 1146
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- \$35.00 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000001498

(Document number of corporation (if known))

1. _____
IMA Life North America Inc.
(Name of corporation as it appears on the records of the Department of State)

2. _____
Delaware
(Incorporated under laws of)

3. _____
03/08/2006
(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 JUN -7 PM 3: 37

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
03/23/2010

5. _____
IMA Life North America Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Marco Riccioni

(Typed or printed name of person signing)

Assist. Treas./Assist. Sec

(Title of person signing)

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:49 PM 03/23/2010
FILED 02:44 PM 03/23/2010
SRV 100307733 - 4009378 FILE

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF IMA EDWARDS, Inc.

Pursuant to
§ 242 of the Delaware General Corporation law

IMA EDWARDS, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors and sole shareholder of the Corporation, in accordance with General Corporation Law of the State of Delaware (the "DGCL"), duly adopted resolutions setting forth the following amendment (the "Amendment") to the Certificate of Incorporation of the Corporation, declaring the Amendment to be advisable.

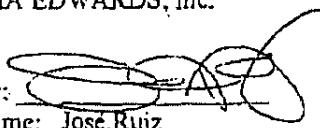
SECOND: That the Amendment was adopted by unanimous written consent of the directors of the Corporation followed by the unanimous written consent of the sole holder of the outstanding shares of stock entitled to vote thereon, all in accordance with Sections 242, 141(f) and 228 of the DGCL.

Third: Accordingly, the Certificate of Incorporation of the Corporation is hereby amended, effective as of April 1, 2010, by deleting in its entirety the present Article 1 and substituting in lieu thereof the following:

"1. The name of the Corporation is IMA LIFE NORTH AMERICA Inc."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by José Ruiz, its Executive Vice President and General Manager, this 16th day of March 2010.

IMA EDWARDS, Inc.

By: 
Name: José Ruiz
Title: Executive Vice President
and General Manager

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IMA EDWARDS, INC.", CHANGING ITS NAME FROM "IMA EDWARDS, INC." TO "IMA LIFE NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MARCH, A.D. 2010, AT 2:44 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF APRIL, A.D. 2010.



4009378 8100

100307733

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7888426

DATE: 03-24-10

Delaware

PAGE 1

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "IMA LIFE NORTH AMERICA INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MAY, A.D. 2010.



4009378 8300

100443844

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7990156

DATE: 05-12-10