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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
CELEBRATION PH GP, LLC**

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

MAR 30 2017

S. YOUNG

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

CELEBRATION PH GP, LLC

These Amended and Restated Articles of Organization of CELEBRATION PH GP, LLC (the "*Company*") are hereby submitted pursuant to the Florida Revised Limited Liability Company Act, Chapter 605, *Florida Statutes* (the amends and restates and replaced in the entirety the articles of organization of the Company originally filed with the Florida Secretary of State, Division of Corporations on March 15, 2017 (the "*Original Articles*").

ARTICLE I

Name and Address of Limited Liability Company

The name of the Company is CELEBRATION PH GP, LLC, and its principal place of business and mailing address is c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810, Toronto, Ontario M5V 3E7 Canada.

ARTICLE II

Duration

The Company's existence shall be perpetual unless dissolved as required under the Act or under any operating agreement now or hereafter entered into by the Company's member(s).

ARTICLE III

Purpose

The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

ARTICLE IV

Registered Agent and Office

The name of the initial registered agent of the Company CT Corporation System. The street address of the initial registered agent of the Company is 1200 South Pine Island Road, Plantation Florida 33324.

ARTICLE V

Additional Members

Additional members to the Company may be admitted, but only upon the unanimous consent of all of the then-current members.

ARTICLE VI

Management of the Company

The Company shall be manager-managed and the name of the initial manager is Ash Taneja. The initial manager's address is c/o Palm Holdings, Inc., 477 Richmond Street West, Suite 810 Toronto, Ontario M5V 3E7 Canada.

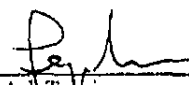
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned has executed these Amended and Restated Articles of Organization of CELEBRATION PH GP, LLC and caused the same to be made effective as of the date of filing with the Florida Secretary of State, Division of Corporations.

CELEBRATION PH GP, LLC,
a Florida limited liability company

By: 
Ash Tabeja
Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
17 MAR 29 AM 9:27