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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TROUP BROS., INC.**

The undersigned, pursuant to Sections 607.1006 and 607.1007, Florida Statutes, hereby adopts the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of Troup Bros., Inc., a Florida corporation (the "Corporation"), as originally filed with the Florida Department of State on January 1, 1946, and as amended, and confirms that such Amended and Restated Articles were duly adopted by the unanimous written consent of the sole Shareholder and the Board of Directors of the Corporation dated November 23, 2010:

ARTICLE I. NAME

The name of the Corporation is Troup Bros., Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation are as follows:

<u>Principal Office</u>	<u>Mailing Address</u>
1001 Brickell Bay Drive	1410 - 20th Street
1400	202
Miami, Florida 33131	Miami Beach, Florida 33139

ARTICLE III. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is eight million (8,000,000), all of which have no par value. Eighty thousand (80,000) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and seven million nine hundred twenty thousand (7,920,000) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock". The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by law.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1410 - 20th Street, 202, Miami Beach, Florida 33139, and the name of the registered agent of the Corporation at that office is Boris Rosen.

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ARTICLE V. DIRECTORS

The governing board of the Corporation shall be styled as a "Board of Directors" and each member of the Board of Directors shall be a "Director". The Corporation shall have two (2) Directors. The names and addresses of the Directors of the Corporation are:

Helene Z. Troup

730 South Alhambra Circle
Miami, Florida 33146

Katharina McGrath

730 South Alhambra Circle
Miami, Florida 33146

These Amended and Restated Articles of Incorporation are executed this 23 day of November, 2010.



Helene Z. Troup, President and Director

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