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CORPDIRECT AGENTS, INC. (formerly CCRS) **515 EAST PARK AVENUE** TALLAHASSEE, FL 32301 222-1173 FILING COVER SHEET ACCT. #FCA-14 **CONTACT:** KATIE WONSCH DATE: 05/14/2012 **REF. #:** 000409.166414 CORP. NAME: **FASHION TWO, LLC** () ARTICLES OF INCORPORATION (XX) AMENDED & RESTATED () ARTICLES OF DISSOLUTION () ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME () LIMITED LIABILITY () FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () WITHDRAWAL () MERGER () REINSTATEMENT () CERTIFICATE OF CANCELLATION () OTHER: STATE FEES PREPAID WITH CHECK# 544406 FOR \$ 55.00 **AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$** PLEASE RETURN:

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF FASHION TWO, LLC

The undersigned, as an authorized representative of the members of FASHION TWO, LLC, a Florida limited liability company (f/k/a 2829, LLC) (the "Company"), pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, hereby amends and restates the Articles of Organization of the Company which were originally filed on April 27, 2004 and which were amended on July 2, 2004. The Articles of Organization of the Company are hereby amended and restated as follows:

ARTICLE I NAME

The name of the limited liability company (the "Company") is:

FASHION TWO, LLC

ARTICLE II ADDRESS

The mailing address and street address of the principal office of the Company are:

FASHION TWO, LLC c/o Goldman Properties 804 Ocean Drive, 2nd Floor Miami Beach, Florida 33139

ARTICLE III INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Company's initial registered agent are:

Marlo S. Courtney FASHION TWO, LLC c/o Goldman Properties 804 Ocean Drive, 2nd Floor Miami Beach, Florida 33139 SECRETARY OF STATE

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization as of May 14, 2012.

By:
Name: R. Anthony Goldman
Title: Authorized Representative

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, the undersigned submits the following statement in accepting the designation as registered agent of FASHION TWO, LLC, a Florida limited liability company (the "Company"), in the Company's Amended and Restated Articles of Organization:

Having been named as registered agent and to accept service of process for the Company at the registered office designated in the Company's Amended and Restated Articles of Organization, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of May 14, 2012.

Marlo S. Courtney

SECRETARY OF STATE