

L14000081004

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RETAIL HOLDING EUROPE, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR
RETAIL HOLDING EUROPE, LLC
(A Florida Limited Liability Company)**

The Original Articles of Organization for this Limited Liability Company (the "Company") were filed on May 19, 2014, and assigned Florida document number L14000081004.

Pursuant to §605.0202 of the Florida Statutes governing limited liability companies, the Articles of Organization of the undersigned Company are hereby amended and restated as follows:

Article I

The name of the Company is **Retail Holding Europe, LLC.**

Article II

The street address of the principal office of the Company is:

3001 SW 3rd Avenue
Miami, Florida 33129

The mailing address of the Company is:

400 NW 26th Street
Suite 111
Miami, Florida 33127

Article III

The purpose for which this Company is organized is to transact all lawful business activity.

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Article IV

The name and Florida street address of the registered agent is:

M&M RA Services, LLC
3001 SW 3rd Avenue
Miami, Florida 33129

Article V

The Company shall be manager managed unless otherwise, and except as, stated in the Operating Agreement of the Company dated May 19, 2014 or any subsequent amendments thereto. The current names and addresses of the managers are as follows:

Title: Manager
Name: Joseph Victor Behar
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

Title: Manager
Name: Massimo Colella
Address: 400 NW 26th Street
Suite 111
Miami, FL 33127

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Notwithstanding anything to the contrary contained in any operating agreement, the Managers shall have general supervision, direction, and control to operate the business of the LLC as set forth in the Operating Agreement of the Company. The Managers shall have the authority to take any action or decision on behalf of the LLC, whether within or outside the ordinary course of business, including but not limited to any such actions as are necessary and reasonable to form subsidiaries on behalf of the Company. The Managers shall not have the authority to sell all or substantially all of the assets of the LLC without the Approval of the Members as defined in the Operating Agreement. Nothing herein shall obligate the Managers to act in a manner contrary to Florida law.

Article VI

These Amended and Restated Articles of Organization are deemed to fully substitute for the initial Articles of Organization filed on May 19, 2014 and all subsequent amendments adopted thereafter up to the adoption of this document.

Article VII

All actions of the Company undertaken, approved, ratified, or adopted prior to the filing of this document under the auspices of the Operating Agreement dated May 19, 2014 are deemed fully in compliance with this document and have been approved as such.

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IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Organization on June 17, 2014.



David E. Marko
Authorized Representative

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