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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MAY 23 2013  
T. HAMPTON



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 144279 4321907

AUTHORIZATION :

COST LIMIT : \$ 125.00

*Lyndee*

ORDER DATE : May 22, 2014

ORDER TIME : 10:57 AM

ORDER NO. : 144279-015

CUSTOMER NO: 4321907

DOMESTIC FILING

NAME: TRX WAREHOUSE 1, LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Gray - EXT. 62925

EXAMINER'S INITIALS: \_\_\_\_\_

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ARTICLES OF ORGANIZATION  
OF  
TRX WAREHOUSE 1, LLC

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TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of the limited liability company (the "Company") shall be: TRX Warehouse 1, LLC.

ARTICLE II

The mailing address and street address of the initial principal office of the Company shall be: 3191 Coral Way, Suite 616, Miami, FL 33145.

ARTICLE III

The initial registered agent of the Company is: Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

ARTICLE IV

The Company shall be member-managed. The name and address of the sole member (the "Sole Member") of the Company is:

TRX Warehouse Holding 1, Inc.  
2711 Centreville Road #400  
Wilmington, Delaware 19808

ARTICLE V

The Company shall commence its existence as of the date of execution of these Articles of Organization, and shall exist perpetually thereafter unless sooner dissolved.

ARTICLE VI

The directors and officers of the Sole Member shall have the authority to execute instruments transferring real property held in the name of the Company, and to enter into other transactions on behalf of, or otherwise act for or bind, the Company, except that the affirmative vote or consent of the holders of at least 80% of all of the issued and outstanding shares of Class A Voting Common Stock of the Sole Member shall be required:

- (a) for the authorization, issuance, sale, acquisition, repurchase or redemption by the Company of any shares or other equity interest (or option, warrant, conversion or

similar right with respect to any equity interest) in or of the Company, including any public offering of the Company's equity;

- (b) to approve any merger or consolidation or statutory stock exchange of the Company with or into another corporation or any recapitalization or reorganization;
- (c) to approve or enter into any agreement, arrangement or transaction for the acquisition by the Company or any subsidiary of the Company of any material assets;
- (d) to approve any sale, lease, exchange mortgage, pledge, transfer or other disposition of all or substantially all the assets of the Company;
- (e) to approve the (i) dissolution, liquidation or winding-up of the Company, or (ii) commencement of a voluntary proceeding seeking reorganization or other similar relief;
- (f) to amend, restate, alter or repeal the operating agreement of the Company;
- (g) to amend, restate, alter or repeal the Articles of Organization of the Company; and
- (h) to approve the adoption of stock option plans and employee benefits plans involving officers and employees of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of May 21, 2014.



Name: Shannon Bothwell

Title: Authorized Representative

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TALLAHASSEE, FLORIDA

### CERTIFICATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..

CORPORATION SERVICE COMPANY



Name:

Title:

Madonna Malinowski, Assistant VP

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