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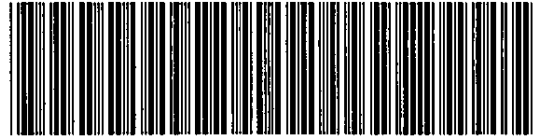
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SEP 23 2016
S. YOUNG



WEISS SEROTA HELFMAN COLE & BIERMAN

AT THE CROSSROADS OF BUSINESS, GOVERNMENT & THE LAW

Millie Ramos-Pombo, Real Estate Paralegal
mpombo@wsh-law.com

September 20, 2016

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: TRX Warehouse 1, LLC
TRX WH 1, LLC
TRX 2 Hialeah, LLC
TRX WH 2, LLC

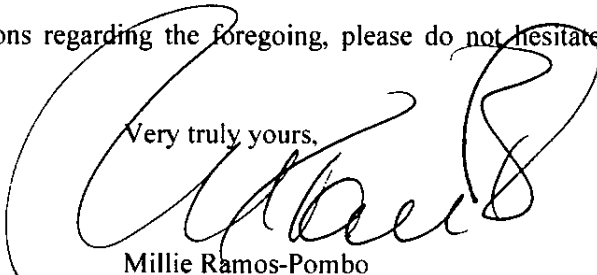
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To Whom It May Concern:

Enclosed herewith is an original Amended and Restated Articles for each of the above entities and our firm's check number 200686, in the amount of \$220.00, representing payment for filing fee and certified copy.

Should you have any questions regarding the foregoing, please do not hesitate to contact me directly at (305) 728-4158.

Very truly yours,


Millie Ramos-Pombo
Real Estate Paralegal

/mrp
Enclosures

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
TRX WAREHOUSE 1, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby make, acknowledge and file the following Amended and Restated Articles of Organization (the "Articles"), which restate, amend and supersede the Articles of Organization of the Company, in their entirety.

ARTICLE I

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

**ARTICLE II
MAILING AND STREET ADDRESS**

The mailing address and street address of the initial principal office of the Company shall be: 600 Brickell Avenue, Suite 2025, Miami, Florida 33131.

**ARTICLE III
OFFICERS AND DIRECTORS**

The persons named below have been duly appointed, have duly qualified, are the Officers and Directors of the Company, designated to hold the respective position/title set forth opposite their names.

<u>Name</u>	<u>Position/Title</u>
Scott F. Pryce	Chief Executive Officer (CEO) and Director
Luiz Augusto Faria do Amaral	Chief Financial Officer (CFO) and Director
Jose Alves Neto	Director

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The registered agent of the Company is: Scott F. Pryce, and the registered agent's address is 600 Brickell Avenue, Suite 2025, Miami, Florida 33131

**ARTICLE V
MANAGER**

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 VI
TERM**

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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 VII GOVERNANCE

7.1 The CEO and any other Director or Officer of the Company, together, shall have the authority to execute instruments transferring any 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. Directors and Officers may vote by written proxy or power of attorney, given in advance.

7.2 Additionally, in the event that the Company issues voting shares to the Sole Member or multiple shareholders, the affirmative vote or consent of the holders of at least 80% of all of the issued and outstanding voting shares for the following:

7.2.1 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;

7.2.2 to approve any merger or consolidation or statutory stock exchange of the Company with or into another corporation or any recapitalization or reorganization;

7.2.3 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;

7.2.4 to approve any sale, lease, exchange mortgage, pledge, transfer or other disposition of all or substantially all the assets of the Company;

7.2.5 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;

7.2.6 to amend, restate, alter or repeal the Operating Agreement of the Company;

7.2.7 to amend, restate, alter or repeal the Articles of Organization of the Company;

7.2.8 to approve the adoption of stock option plans and employee benefits plans involving officers and employees of the Company;

7.2.9 to create or dissolve any subsidiary entities of the Company;

7.2.10 to enter into any binding agreements that create a financial obligation or any liability for the Company;

7.2.11 approval of any bona fide material capital raising transaction by the Company, including but not limited to the issuance by the Company of any equity interests or any security convertible or exchangeable into any equity of the Company;

7.2.12 the declaration, making or payment of any dividend, distribution or transfer (whether in cash, securities or other property) to the Member or the redemption or repurchase of any equity

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of the Company;

7.2.13 approval of any bona fide material capital raising transaction by the Company, including but not limited to the issuance by the Company of any equity interests or any security convertible or exchangeable into any equity of the Company;

7.2.14 approval of any annual or multiyear projects, expansion plans, reduction plans, investment plans and business and strategy plans and the budget, including any amendments, supplements or modifications thereto;

7.2.15 the entering into, or amendment of, any written employment agreement or contract or employee benefit plan or employee policy;

7.2.16 any expenditure by the Company for an amount that, when taken together with all other expenditures made during the relevant year, would exceed the aggregate expenditures permitted as reflected in the applicable annual budget;

7.2.17 the incurrence, issuance, assumption, guarantee or refinancing of any debt if the aggregate amount of such debt and all other outstanding debt of the Company exceeds \$50,000;

7.2.18 entering into any contract, agreement or arrangement, whether written or oral, assuming, incurring or agreeing to assume or incur, any liability that, individually or in the aggregate, would result in the Company having a payment obligation that exceeds \$30,000;

7.2.19 the entering into by the Company of any agreement, arrangement or transaction with: any officer or affiliate of the Company (or any relative, beneficiary, employee or affiliate of such person);

7.2.20 the creation, dissolution or investment in any Company subsidiary or the entering of any partnership, consortium, joint venture or other similar enterprise;

7.2.21 the sale, transfer, lease, sublease, license or other disposition by the Company to a third party of any material property or asset, real, personal or mixed (including leasehold interests and intangible assets);

7.2.22 the commencement or settlement of any litigation, individually or in the aggregate, involving a possible claim or claim in an amount in excess of \$300,000; or

7.2.23 unless required by law or a change in generally accepted accounting practices, the making of any material change in the accounting methods of the Company.

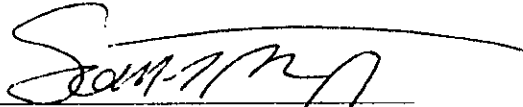
ARTICLE VIII PURPOSE

The Company is a special purpose entity with the sole purpose of owning and developing an industrial real estate project in Miami-Dade County, Florida.

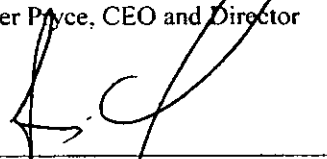
[Signatures appear on the following pages.]

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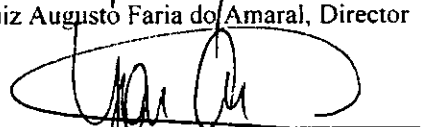
IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Organization as of August 2nd, 2016



Scott Fisher Pryce, CEO and Director



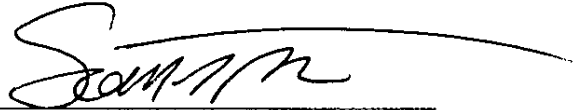
Luiz Augusto Faria do Amaral, Director



José Alves Neto, Director

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Scott Fisher Pryce, CEO and Director

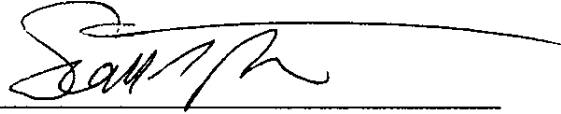
Luiz Augusto Faria do Amaral, Director

José Alves Neto, Director

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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.



Scott F. Pryce

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