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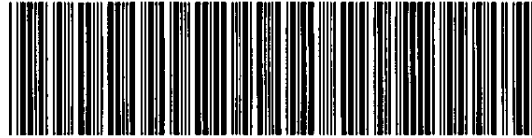
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TALLAHASSEE, FLORIDA

D. SCOTT

SEP 26 2016

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF  
TRX WH 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.  
NAME**

The name of the limited liability company is TRX WH 1, LLC (the "Company").

**ARTICLE II.  
MAILING AND STREET ADDRESS**

The mailing address and street address of the 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 a member-managed limited liability company and shall be managed in accordance with the Operating Agreement, if any, adopted by the member for the management of the business and affairs of the Company. The initial Member of the Company shall be:

TRX Warehouse Holding 1, Inc.,  
600 Brickell Avenue  
Suite 2025  
Miami, Florida 33131

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**ARTICLE VI.  
TERM**

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 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;

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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 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, or 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);

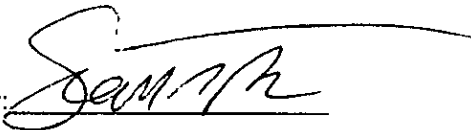
7.2.22 the commencement or settlement of any litigation, individually or in the aggregate, involving a possible claim or claim in an amount in excess of \$300,000; or

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.

[Signatures appear on the following pages.]

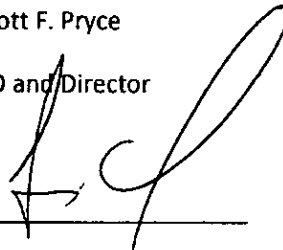
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TREASURY

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 2<sup>nd</sup> day of August, 2016.

By: 

Name: Scott F. Pryce

Title: CEO and Director

By: 

Name: Luiz Augusto Faria do Amaral

Title: CFO and Director

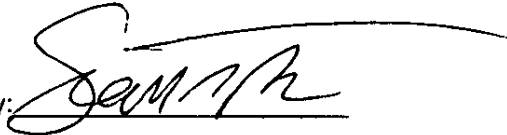
By: 

Name: José Alves Neto

Title: Director

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IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 2<sup>nd</sup> day of August, 2016.

By: 

Name: Scott F. Pryce

Title: CEO and Director

By: \_\_\_\_\_

Name: Luiz Augusto Faria do Amaral

Title: CFO and Director

By: \_\_\_\_\_

Name: José Alves Neto

Title: Director

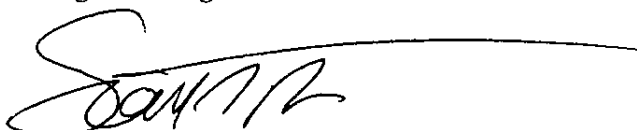
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### ACCEPTANCE OF REGISTERED AGENT

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

Dated this 2<sup>nd</sup> day of August, 2016.

Registered Agent:

A handwritten signature in black ink, appearing to read "Scott F. Pryce", written over a horizontal line.

Scott F. Pryce

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