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EXIM LICENSING USA, INC.

Certificate of Status	0
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Amended & Restated
4/19/12

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

EXIM LICENSING USA, INC.

The undersigned, pursuant to Sections 607.1003, 607.1006 and 607.1007, Florida Statutes, hereby adopts the following as the Amended and Restated Articles of Incorporation (the "Amended and Restated Articles") of Exim Licensing USA, Inc., a Florida corporation (the "Corporation"), as originally filed with the Florida Department of State on April 9, 2001, and confirms that such Amended and Restated Articles were duly adopted by the unanimous written consent of the sole Shareholder and the Board of Directors of the Corporation dated April 18, 2012:

ARTICLE I. NAME

The name of the Corporation is Exim Licensing USA, Inc.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of the Corporation is 1691 Michigan Avenue, Suite 435, Miami Beach, Florida 33139.

ARTICLE III. AUTHORIZED SHARES

The number of shares the Corporation is authorized to issue is ten thousand (10,000), all of which have no par value. One hundred (100) shares of the authorized common stock shall be designated as "Class A Voting Common Stock" and nine thousand nine hundred (9,900) shares of the authorized common stock shall be designated as "Class B Non-Voting Common Stock." The preferences, limitations and relative rights with respect to the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be the same, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the Shareholders of the Corporation, except when otherwise required by law.

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is 1691 Michigan Avenue, Suite 435, Miami Beach, Florida 33139, and the name of the registered agent of the Corporation at that office is Elias Hoffman.

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These Amended and Restated Articles of Incorporation are executed this 18th day of April, 2012.



Elias E. Hofman, President and Director

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