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Florida Department of State

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MITSUKOSHI (U.S.A.), INC.

<u>September 11, 2017</u>



THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION were approved by the unanimous written resolutions adopted by the Board of Directors of the Corporation on or about September 11, 2017 (the "Resolutions"). Shareholder approval of these Amended and Restated Articles of Incorporation was not required. The Board of Directors of the Corporation in said Resolutions unanimously directed the undersigned director of the Corporation to sign these Amended and Restated Articles of Incorporation on behalf of the Corporation, to amend and restate the Articles of Incorporation filed for this Corporation with the Secretary of State on February 9, 2011, in their entirety, pursuant to Florida Statutes §607.1007. Accordingly, the Amended and Restated Articles of Incorporation are:

Article I

The name of the Corporation is Mitsukoshi (U.S.A.), Inc.

Article II

The Corporation's existence as a Florida corporation commenced on February 9, 2011. The Corporation will have perpetual existence unless dissolved according to law.

Article III

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Article IV

The principal office and mailing address of the Corporation is: 8070 Presidents Drive, Orlando, Florida 32809.

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Article V

The Corporation is authorized to issue one thousand (1,000) shares of common stock with no par value.

Article VI

The street address of the registered office of the Corporation is 111 N. Orange Avenue, Suite 900, Orlando, Florida 32801, and the name of the registered agent at such address is Michael A. Tessitore, Esquire.

Article VII

The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

Article VIII

The name and address of the subscriber signing these Amended and Restated Articles of Incorporation is:

<u>Name</u>

Address

KINICHI KANEKO

8070 Presidents Drive Orlando, Florida 32809

Article IX

Pursuant to the provisions of 0901(5)(a) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

Article X

Pursuant to the provisions of Section 0902(5) of the Florida Business Corporation Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 0902 of the Act. Therefore, the terms and provisions of such section of the Act will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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Article XI

The Corporation's Board of Directors is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation under the conditions set forth in the Bylaws.

Article XII

The Corporation will indemnify any director or officer or any former directly or officer, to the fullest extent permitted by law.

Article XIII

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on September 11, 2017.

Print Name: KINICHI KANEKO