

Division of Corporations

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
99 WYNWOOD ART, INC.

Pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, the undersigned adopts the following Amended and Restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of 99 WYNWOOD ART, INC., a corporation duly organized and existing under the laws of the State of Florida as filed on April 2, 2014 and assigned document number P14000029765, and confirms that such Amended and Restated Articles of Incorporation was duly adopted by written consent of the sole shareholder on July 21, 2014, and the number of votes cast for the amendments by the sole shareholder was sufficient for approval. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety:

ARTICLE I. NAME

The name of the Corporation is 99 WYNWOOD ART, INC. (the "Corporation").

ARTICLE II. ADDRESS

The principal address of the Corporation is 99 NE 22nd Street, Miami, Florida 33137.

The mailing address of the Corporation is 690 Lincoln Road, Suite 202, Miami Beach, Florida 33139.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE IV. PURPOSE

The purpose of the Corporation is to engage in any lawful activity or business permitted under the laws of the United States and the State of Florida.

ARTICLES V. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$0.01 par value per share.

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ARTICLES VI. DIRECTOR(S)/OFFICER(S)

The name and address of the Director and President of the Corporation are Mairim Gonzalez, 690 Lincoln Road, Suite 202, Miami Beach, Florida 33139.

ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 1201 Hays Street, Tallahassee, Florida 32301 as the street address of the registered office of the Corporation and names Corporation Service Company as the Corporation's registered agent at that address to accept service of process within this state.

ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the sole shareholder and board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the sole shareholder if the shareholder specifically provides that the bylaw is not subject to amendment or repeal by any director.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on sole shareholder are subject to this reservation.

ARTICLE X. INDEMNIFICATION

The Corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person who, at the request of the Corporation, is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of the Corporation on this 21st day of July, 2014.


Mairim Gonzalez, President