

11/14/2018

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IDU, INC.**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IDU, INC.**

The undersigned, pursuant to Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of IDU, INC., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on November 1, 2017, (the "Corporation"), (the "Amended and Restated Articles of Incorporation") and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Written Consent in Lieu of a Special Meeting of the Sole Shareholder on November 14, 2018.

ARTICLE I. NAME

The name of the corporation is IDU, INC. (the "Corporation").

ARTICLE II. ADDRESS

The new principal office and mailing address of the Corporation is:

201 S. Biscayne Boulevard, Suite 800
Miami, Florida 33131

ARTICLE III. PURPOSE

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

ARTICLE IV. 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 \$0.10 par value per share.

ARTICLE V. DIRECTORS AND OFFICERS

The names and addresses of the director and officers of the Corporation are:

<u>Name</u>	<u>Office/Position</u>	<u>Address</u>
Henri Junior Chalhoub	Director/President	1111 Brickell Avenue, Ste 2600 Miami, Florida 33131

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Robert Forti	Director, Treasurer	1111 Brickell Avenue, Ste 2600 Miami, Florida 33131
Chris Raab	Director, Secretary	1111 Brickell Avenue, Ste 2600 Miami, Florida 33131
Steven H. Hagen	Assistant Secretary	201 South Biscayne Blvd., Ste 800 Miami, Florida 33131

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 201 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 and the name of the Corporation's registered agent at that address is Law Center of Florida, Inc.

ARTICLE VII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Incorporation of the Corporation are hereby executed this 14th day of November, 2018.



Steven H. Hagen, Assistant Secretary

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for IDU, INC., to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of Chapter 607, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 19th day of November, 2018.

LAW CENTER OF FLORIDA, INC.

By: 
Name: Steven H. Hagen
Title: Vice President

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