

P95000061860

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MIYAKO U. S. A., INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIYAKO U.S.A., INC.**

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TALLAHASSEE, FLORIDA

1. The name of this corporation is MIYAKO U.S.A., Inc., a Florida corporation (the "Corporation"), whose principal office address is 1598 NW 108 Avenue, Miami, Florida 33172.

2. The Articles of Incorporation of the Corporation, originally filed August 10, 1995, under Document No. P95000061860, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is MIYAKO U.S.A., INC. Its principal office and business mailing address is 1598 NW 108 Avenue, Miami, Florida 33172.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue one thousand (1,000) shares of common stock consisting of: (i) five hundred (500) shares of Class A Common Stock (voting), \$10.00 par value, and (ii) five hundred (500) shares of Class B (non-voting) Common Stock, \$10.00 par value. The Class A Common Stock and the Class B Common Stock are hereinafter sometimes collectively referred to as "Common Stock." The rights, preferences, voting powers and the qualifications, limitations and restrictions of the authorized stock shall be as follows:

A. **Voting Powers.** The voting power for the election of directors and all other purposes shall be vested exclusively in the holders of Class A Common Stock, and except as otherwise required by law, the holders of Class B Common Stock shall not have any voting power or be entitled to receive any notice of meetings of shareholders. Each share of Class A Common Stock outstanding on any record date shall be entitled to one vote.

B. **Class A Common Stock (voting) and Class B Common Stock (non-voting).** The relative rights, preferences, qualifications, limitations and restrictions of the Class A Common Stock and Class B Common Stock shall be identical in all respects.

1. **Dividends.** The holders of Class A Common Stock and Class B Common Stock shall be entitled to receive such dividends and other distributions in cash, stock of any corporation (other than Common Stock) or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor and shall share equally on a pro rata basis in all such dividends and other distributions. In the case of dividends or other distributions payable in Common Stock, including distributions pursuant to stock splits or divisions of Common Stock, only shares of Class A Common Stock shall be paid or distributed with respect to Class A Common Stock and only shares of Class B Common Stock shall be paid or distributed with respect to Class B Common Stock and all such dividends or distributions shall be payable at the same rate per share on Class A Common Stock and Class B Common Stock so as to retain, immediately before and immediately after giving effect to such dividend or other distribution, the relative proportion of outstanding shares of Class A Common Stock and Class B Common Stock.

2. **Liquidation.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets and funds of the Corporation shall be distributed pro rata to the holders of Common Stock, and the holders of Class A Common Stock and the holders of Class B Common Stock will be entitled to receive the same amount per share in respect thereof. For purposes of this Paragraph (B)(2), the voluntary sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of the assets of the Corporation or a merger or share exchange involving the Corporation and one or more other corporations (whether or not the Corporation is the corporation surviving such merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

3. **Reorganization.** In case of any reorganization, share exchange or merger of the Corporation with another corporation in which shares of Class A Common Stock or Class B Common Stock are converted into (or entitled to receive with respect thereto) shares of stock and/or other securities or property (including cash), each holder of a share of Class A Common Stock and each holder of a share of Class B Common Stock shall be entitled to receive with respect to each such share the same kind and amount of shares of stock and other securities and property (including cash). In the event that the holders of shares of Class A Common Stock (or of shares of Class B Common Stock) are granted rights to elect to receive one of two or more alternative forms of consideration, the foregoing provision shall be deemed satisfied if holders of shares of Class A Common Stock and holders of shares of Class B Common Stock are granted substantially identical election rights.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the registered agent of this Corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than two nor more than ten. The names and addresses of the directors constituting the Board of Directors are:

<u>Name</u>	<u>Address</u>
Irene Zabala Rodriguez	1598 NW 108 Avenue Miami, Florida 33172
Santiago Rodriguez Jr.	1598 NW 108 Avenue Miami, Florida 33172
Alejandro Rodriguez	1598 NW 108 Avenue Miami, Florida 33172

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Amended and Restated Articles of Incorporation of MIYAKO U.S.A., INC., as the Registered Agent of this corporation, hereby consents to accept service of process for the above-stated corporation at the place designated in the Amended and Restated Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of their duties, and is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: December 23, 2012

CFRA, LLC, a Florida limited liability
company


Arianne R. Plasencia, Esq. Registered Agent

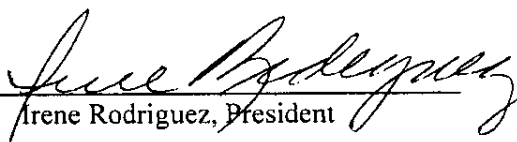
3. The foregoing Amended and Restated Articles of Incorporation were adopted by the Shareholders and Board of Directors of the Corporation, by written consents, dated December 23, 2012.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, 100 of the Corporation's 1,000 shares of authorized common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 23 day of December, 2012.

MIYAKO U.S.A., INC.

By: _____


Irene Rodriguez, President