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**HERITAGE IMPORTERS, INC.**

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HERITAGE IMPORTERS, INC.**

In accordance with Section 607.1007 of the Florida Statutes, the Articles of Incorporation of HERITAGE IMPORTERS, INC., a Florida corporation (the "Corporation"), adopts the following Amended and Restated Articles of Incorporation

1. The name of the Corporation is HERITAGE IMPORTERS, INC.
2. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

**ARTICLE I. - NAME OF CORPORATION**

The name of the Corporation shall be Heritage Importers, Inc.

**ARTICLE II. - PRINCIPAL AND MAILING ADDRESS**

The principal and mailing address of the Corporation is 230 Park Avenue, New York, New York 10169.

**ARTICLE III. - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV. - PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and the Florida Business Corporation Act.

**ARTICLE V. - CAPITAL STOCK**

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is 300,000, of which 200,000 of such shares shall be common stock, all of one class, having a par value of \$.01 per share ("Common Stock").

The Board of Directors of the Corporation (the "Board of Directors") is authorized, subject to limitations proscribed by the Florida Business Corporation Act and the provisions of these Articles of Incorporation, to provide, by resolution or resolutions from time to time and by filing articles of amendment to these Articles of Incorporation pursuant to the Florida Business Corporation Act, for the issuance of the shares of preferred stock in series, to establish from time to time the number of shares to be included in each such series, to fix the powers, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

**ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the Corporation's registered agent at that address is CT Corporation System.

**ARTICLE VII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in 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 Board of Directors.

**ARTICLE VIII - AMENDMENT TO ARTICLES**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Second Amended and Restated Articles of Incorporation, in the manner now or hereafter prescribed by law.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Business Corporation Act.

The foregoing Second Amended and Restated Articles of Incorporation were duly adopted as of April 5, 2006 by the action by written consent of the Shareholders representing a majority of the total shares of capital stock of the Corporation, in accordance with Sections 607.1003(6) and 607.0704 of the Florida Statutes, the number of votes cast by the shareholders in favor of the amendment being sufficient for such approval. The foregoing Second Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

**HERITAGE IMPORTERS, INC.**

By: 

Name: Claudio L. Alvarez

Title: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: 4/6/86

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary