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Florida Department of State  
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Fax Number : (850)617-6380

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Account Name : TRIAD PROFESSIONAL SERVICES, LLC  
Account Number : I20020000094  
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLAG DI LIDO RETAIL GP CORP.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$43.75

*Amended*

*Restated*

10-21-13

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**FLAG DI LIDO RETAIL GP CORP.**

1. The name of the Corporation is Flag Di Lido Retail GP Corp. (the "Corporation").

2. The initial Articles of Incorporation (the "Articles") of the Corporation were filed with the Florida Department of State on August 23, 1999 under Document Number P99-000074998, were amended and restated on February 18, 2005 and were amended on May 12, 2005.

3. These Second Amended and Restated Articles of Incorporation have been duly adopted and approved by the board of directors of the Corporation by written consent dated October 21, 2013 in accordance with the applicable provisions of the Florida Business Corporation Act.

4. The Corporation's Articles are hereby amended and restated in their entirety as follows:

**ARTICLE I  
NAME**

The name of this Corporation is Flag Di Lido Retail GP Corp. (the "Corporation").

**ARTICLE II  
ADDRESS**

The address of the principal office and the mailing address of the Corporation is 70 East 55<sup>th</sup> Street, New York, NY 10022.

**ARTICLE III  
PURPOSE**

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 laws of the United States and this State of Florida.

**ARTICLE IV  
DURATION**

This corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE V  
CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal or par value of \$0.01 per share.

**ARTICLE VI  
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is NRAI SERVICES, INC., 1200 South Pine Island Road Plantation, Florida 33324.

**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation on October 21, 2013.

FLAG DI LIDO RETAIL GP CORP.

By: 

Name: Paul Kanavos

Title: President

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SIGNATURE PAGE  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
FLAG DI LIDO RETAIL GP CORP.

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above-referenced Corporation at the place designated in these Second Amended and Restated Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 607.

Dated this 21<sup>st</sup> day October, 2013

NRAI SERVICES, INC.

By: Karen Rodighiero  
Name: Karen Rodighiero  
Title: Assistant Secretary

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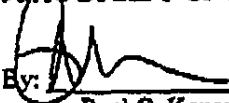
**CERTIFICATE REGARDING  
SECOND AMENDMENT AND RESTATEMENT TO THE  
ARTICLES OF INCORPORATION OF  
FLAG DI LIDO RETAIL GP CORP.**

FLAG DI LIDO RETAIL GP CORP. (the "Corporation") hereby certifies pursuant to and in accordance with Section 607.1007 of the Florida Business Corporation Act for the purpose of filing its Second Amended and Restated Articles of Incorporation with the Department of State of the State of Florida that:

1. The initial Articles of Incorporation (the "Articles") of the Corporation were filed with the Florida Department of State on August 23, 1999 under Document Number P99-000074998, were amended and restated on February 18, 2005 and were amended on May 12, 2005.
2. The restatement of the Articles pursuant to the Second Amended and Restated Articles of Incorporation did not require shareholder approval and the adoption of the Second Amended and Restated Articles of Incorporation was duly adopted and approved by the board of directors of the Corporation by unanimous written consent on of October 21, 2013.

IN WITNESS THEREOF, the undersigned has executed this Certificate as of October 21, 2013.

FLAG DI LIDO GP CORP.

By: 

Paul C. Kanavos, its President