

**P990000079630**

Florida Department of State  
Division of Corporations  
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**From:**

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
LIONSTONE DI LIDO RETAIL GP, INC.**

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

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**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**LIONSTONE DI LIDO RETAIL GP, INC.**

1. The name of the Corporation is Lionstone Di Lido Retail GP, Inc. (the "Corporation").

2. The initial Articles of Incorporation (the "Articles") of the Corporation were filed with the Florida Department of State on September 1, 1999 under Document Number P99-000079630, and were amended and restated on February 18, 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 Lionstone Di Lido Retail GP, Inc. (the "Corporation").

**ARTICLE II  
ADDRESS**

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

Lionstone Di Lido Retail GP, Inc.  
605 Lincoln Road, 5<sup>th</sup> Floor  
Miami Beach, Florida 33139

**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:

Bruce E. Lazar  
605 Lincoln Road, 5<sup>th</sup> Floor  
Miami Beach, Florida 33139

**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.

LIONSTONE DI LIDO RETAIL GP, INC.

By:   
Name: Bruce E. Lazar  
Title: Vice-President

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SIGNATURE PAGE  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
LIONSTONE DI LIDO RETAIL GP, INC.

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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 day October, 2013

  
Bruce E. Lazar

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SIGNATURE PAGE  
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION  
LIONSTONE DI LIDO RETAIL GP, INC.

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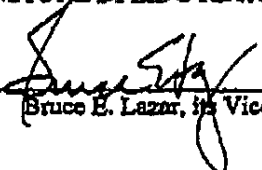
**CERTIFICATE REGARDING  
SECOND AMENDMENT AND RESTATEMENT TO THE  
ARTICLES OF INCORPORATION OF  
LIONSTONE DI LIDO RETAIL GP, INC.**

LIONSTONE DI LIDO RETAIL GP, INC. (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 September 1, 1999 under Document Number P99-000079630, and were amended and restated on February 18, 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.

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

LIONSTONE DI LIDO RETAIL GP, INC.

By:   
Bruce E. Lazar, Jr. Vice-President