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LIMITED LIABILITY AMENDMENT

MIAMI DUTY FREE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$55.00

APR 19 2005
CORPORATION DIVISION

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
MIAMI DUTY FREE, LLC**

MIAMI DUTY FREE, LLC, a limited liability company organized under the laws of the State of Florida (the "Company"), in accordance with Section 608.411 of the Florida Statutes, desiring to amend and restate its Articles of Organization, does hereby certify:

- FIRST: The Articles of Organization of the Company were filed with the Secretary of State of Florida on January 19, 2005.
- SECOND: These Amended and Restated Articles of Organization were adopted by the Company and the Articles of Organization are hereby restated and amended as follows:

ARTICLE I - ARTICLE I - NAME

The name of the limited liability company is MIAMI DUTY FREE, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 3939 N.W. 25th Street, Miami, Florida 33142.

ARTICLE III - PURPOSES

The company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the state of Florida.

ARTICLE IV - REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Rafael G. Prohias, Esq. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

FILED
APR 19 2005
MIAMI
FLORIDA
SECRETARY OF STATE

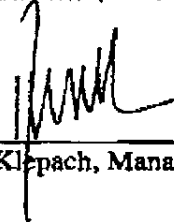
ARTICLE V - MANAGEMENT

The Company shall be manager managed.

ARTICLE VI - EFFECTIVENESS

The effective date for this limited liability company shall be January 18, 2005.

IN WITNESS WHEREOF, the undersigned authorized representative of MIAMI DUTY FREE, LLC has executed these Amended and Restated Articles of Organization as of April 12, 2005.



Bernard Klepach, Manager

RECORDED
APR 19 2005
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

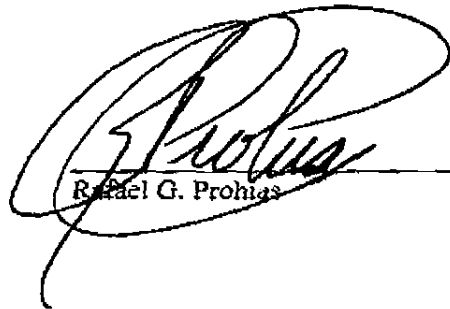
WITNESSETH:

That MIAMI DUTY FREE, LLC, desiring to organize under the laws of the State of Florida, has named Rafael G. Prohias, Esq., Hunton & Williams LLP, whose offices are located at 1111 Brickell Avenue, Suite 2500, Miami Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and 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 duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 12th day of April of 2005.



Rafael G. Prohias

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 12 2005 11:00 AM