FILE NOW: FILING FEE AFTER MAY 1 IS $550.00

PROFIT CORPORATION ANNUAL REPORT

AMENDED 1997

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
97 DEC -2 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # M68292

1. Corporation Name: Prestige Duty-Free Enterprises, Inc.

Principal Place of Business: 3400 Mcintosh Rd. Bldg A Bay 13, Ft. Lauderdale, FL 33316

Mailing Address: P.O. Box 350188, Ft. Lauderdale, FL 33335

3. Date Incorporated or Qualified: 02/15/88

3a. Date of Last Report: 02/04/97

2. Principal Place of Business: 21 701 Brickell Ave

2a. Mailing Address: 26 701 Brickell Ave

Suite, Apt. #, etc.: 22 Ste 3000

Suite, Apt. #, etc.: 27 Ste 3000

City & State: 23 Miami, FL

City & State: 28 Miami, FL

Zip: 24 33131 Country: 25

Zip: 29 33131 Country: 30

4. FEI Number: 65-0031514 [ ] Applied For [ ] Not Applicable

5. Certificate of Status Desired [ ] $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] $5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes [ ] Yes [ ] No

9. Name and Address of Current Registered Agent: Leon Tenenbaum, 5371 North Bay Road, Miami Beach, Fl 33140

10. Name and Address of New Registered Agent:
81 Name: Intrastate Registered Agent Corporation
82 Street Address (P.O. Box Number is Not Acceptable): 701 Brickell Avenue
83 Suite 3000
84 City: Miami FL 85 Zip Code: 33131

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

Intrastate Registered Agent Corporation

SIGNATURE: Steven Mugen, Vice President

Signature of a member of the Board of Directors or authorized officer (Not Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D [XX] DELETE	1.1 TITLE	DST [ ] Change [X] Addition
NAME	Leon Tenenbaum	1.2 NAME	Leon Tenenbaum
STREET ADDRESS	3400 Mcintosh Rd Bldg A Bay 13	1.3 STREET ADDRESS	701 Brickell Ave Ste 3000
CITY-ST-ZIP	Ft. Lauderdale, FL	1.4 CITY-ST-ZIP	Miami, FL 33131
TITLE	V [XX] DELETE	2.1 TITLE	DP [ ] Change [X] Addition
NAME	Benny Tenenbaum	2.2 NAME	Luis Alvarez-Renta
STREET ADDRESS	3400 Mcintosh Rd Bldg A Bay 13	2.3 STREET ADDRESS	701 Brickell Ave Ste 3000
CITY-ST-ZIP	Ft. Lauderdale, FL	2.4 CITY-ST-ZIP	Miami, FL 33131
TITLE	[ ] DELETE	3.1 TITLE	[ ] Change [ ] Addition
NAME		3.2 NAME	400002363614 1
STREET ADDRESS		3.3 STREET ADDRESS	-12/04/97--01113--002
CITY-ST-ZIP		3.4 CITY-ST-ZIP	****113.75 ****113.75
TITLE	[ ] DELETE	4.1 TITLE	[ ] Change [ ] Addition
NAME		4.2 NAME	12-2-97
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	5.1 TITLE	[ ] Change [ ] Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	[ ] DELETE	6.1 TITLE	[ ] Change [ ] Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 (if changed), or on an attachment with an address.

SIGNATURE: Luis Alvarez-Renta, Pres. & Director

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #