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August 1, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/02/02--01032--009
****125.00 ****125.00

Re: Articles of Organization of
Duty Free U.S., LLC

Dear Sir/Madam:

Enclosed for filing please find Articles of Organization for Duty Free U.S., LLC. Also enclosed is this firm's check payable to the Florida Department of State in the amount of \$125 for payment of the relevant filing fees.

Please process as required and forward your acknowledgment and acceptance of the Articles of Organization to the undersigned. If you should have any questions, please do not hesitate to contact me at the telephone number above.

Sincerely,

Maria Frigo Filardi
Maria Frigo Filardi

BK

MFF/rmc
Enclosure(s)

cc: James S. Jacobs, Esquire (w/o encl.)
Ramón Bosquez (w/o encl.)

FILED
AUG -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
DUTY FREE U.S., LLC

FIRST: The name of the limited liability company (hereinafter referred to as the "Company") is

DUTY FREE U.S., LLC

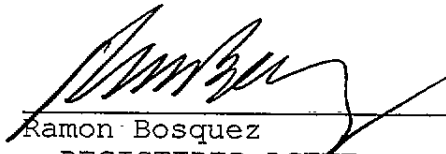
SECOND: The latest date on which the Company is to dissolve is December 31, 2050.

THIRD: The purposes for which the Company is formed are: (a) to engage in all aspects of the business of developing and operating duty free retail concessions; (b) to carry on the business described above and any other related or unrelated business and activity in the State of Florida, in any state, territory, district or dependency of the United States, or in any foreign country; and (c) to do anything permitted under §608.404 of the Florida Limited Liability Company Act (the "Act"), as amended from time to time.

FOURTH: The address of the principal office of the Company in this State, which is also the mailing address of the Company, is 9873 Bridgeton Drive, Tampa, Florida 33626.

FIFTH: The name and address of the registered agent of the Company are Ramón Bosquez, 9873 Bridgeton Drive, Tampa, Florida 33626.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ramón Bosquez
REGISTERED AGENT

SIXTH: The Company is to be managed by the Members.

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02 AUG -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 10th day of July, 2002.

MEMBER:



Ramon Bosquez

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02 AUG -2 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA