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Florida Department of State  
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To:  
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From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
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**LIMITED LIABILITY COMPANY**

**dba travel retail, llc**

Certificate of Status	0
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ARTICLES OF ORGANIZATION  
OF  
DBE TRAVEL RETAIL, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is DBE TRAVEL RETAIL, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is

New World Tower  
100 North Biscayne Boulevard  
Suite 700  
Miami, Florida 33132

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:  
FREEMAN, HABER, ROJAS & STANHAM, LLP  
Sidney Menezes  
Fl Bar #192678  
520 Brickell Key Drive, Suite 0-305  
Miami, Florida 33131  
Telephone: (305) 374-3800

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2005 MAR -3 AM 8:45  
SECTION 10  
MILWAUKEE, WIS.

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager, who shall serve in such capacity until her successor(s) are duly elected and qualified, shall be:

Managers: Eduardo Pereira

ARTICLE V

OFFICERS

The company shall have the following officers :

President/Treasurer/Secretary : Eduardo Pereira

ARTICLE VI

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) the written agreement of a majority of ownership interest.

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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MAR -3 AM 8:45  
CLERK OF DISTRICT COURT  
JANUARY 11, 2005

ARTICLE VIII

ADDITIONAL MEMBERS


Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3<sup>rd</sup> day of March, 2005.

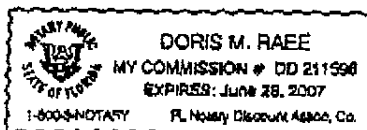
  
Sidney Menezes  
Duly Authorized Representative of a  
Member

STATE OF FLORIDA                   )  
  )  
COUNTY OF MIAMI-DADE        )

BEFORE ME, the undersigned authority, personally appeared SIDNEY MENEZES, who is personally known to me or who has produced \_\_\_\_\_ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3 day of March, 2005.

My Commission Expires:



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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for DBE TRAVEL RETAIL, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 3<sup>rd</sup> day of March, 2005.

TRANSGLOBAL CORPORATE  
ADMINISTRATION, LLC



By: Stephen A. Freeman, Vice President

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2005 MAR -3 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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