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Florida Department of State
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**FLORIDA LIMITED LIABILITY CO.
DUTY FREE PARTNERS LLC**

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ARTICLE OF ORGANIZATION

OF

DUTY FREE PARTNERS LLC

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

ARTICLE I

The name of this limited liability company is:

DUTY FREE PARTNERS LLC

ARTICLE II

The mailing address of the principal office of this limited liability company shall be 3071 NW 107th Avenue Miami, FL 33172 and such other place or places as the members from time to time may determine.

The name and address of the initial registered agent is:

**FABIANO VIVACQUA 3071 NW 107TH AVENUE
MIAMI, FL 33172**

ARTICLE III

The period of duration for the limited liability Company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that his limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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ARTICLE IV

The Limited Liability Company shall be managed by the members with voting power prorated to their interest. The right and duties of the members shall be set forth in the regulations of this limited liability company, which are incorporated herein by reference.

The names and addresses of the initial members of this limited liability company are:

FABIANO VIVACQUA

3071 NW 107TH AVENUE
MIAMI, FL 33172

The names and addresses of the managing members are:

FABIANO VIVACQUA

3071 NW 107TH AVENUE
MIAMI, FL 33172

ARTICLE V

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

ARTICLE VI

The members of the limited liability Company shall adopt regulations containing all provisions for the regulation and management of this company, which shall be consistent with the law or these articles.

ARTICLE VII

A member's interest in this limited liability company may be transferred only with the unanimous written consent of all remaining members if the transferee intends to become a member.

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ARTICLE VIII

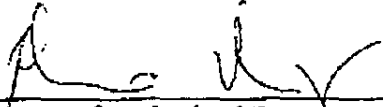
These articles may be amended at any time by the unanimous consent of the members as deemed appropriate to facilitate the accomplishment of the purpose of the limited liability Company, and the amendment shall be executed and duly filed with the Florida Department of State.

The undersigned authorized representative FABIANO VIVACQUA member of DUTY FREE PARTNERS LLC depose and say:

The above named limited liability Company has three managing members:

Fabiano Vivacqua

Name of Authorized Representative of Member



Signature of Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

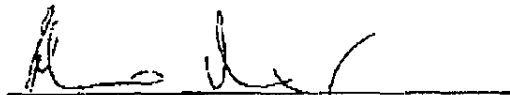
The name of the limited liability company is:

DUTY FREE PARTNERS LLC

The name and address of the registered agent and office is:

FABIANO VIVACQUA 3071 NW 107TH AVENUE
MIAMI, FL 33172

Having been named as registered agent and to accept service of process
for the above stated limited liability Company at the place designated in this
certificate, 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.


Signature of Registered Agent


Date

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