

**L14000180148**  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000180148 3)))



H140001801483ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617-6383

From:  
Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 223-7000  
Fax Number : (813) 229-4133

14 JUL 30 AM 9:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: Rmacaulay@CFJBlaw.com

FLORIDA LIMITED LIABILITY CO.  
PENHA IMAGE DUTY FREE LTD LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

RECEIVED  
14 JUL 30 AM 6:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 31 2014  
J. HARRIS

Electronic Filing Menu Corporate Filing Menu Help

**PENHA IMAGE DUTY FREE LTD**  
6310 NW 99 AVENUE  
DORAL, FLORIDA 33178

July 24, 2014

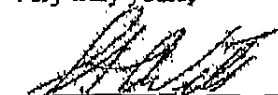
Florida Secretary of State  
Division of Corporations  
Tallahassee, Florida

**PENHA IMAGE DUTY FREE LTD LLC Formation in Florida - 06828.11365**

Ladies and Gentlemen:

Please be advised that I am the CFO of the Penha Holdings BV, the ultimate owner of Penha Image Duty Free Ltd. Corp. and Authorized Representative of Penha Image Duty Free Ltd. Corp., an Anguilla corporation and the General Partner of Penha Image Duty Free Ltd, a Florida limited partnership, organized May 19, 2011 under document number A11000000394. This letter will serve as confirmation to the State of Florida that Penha Image Duty Free Ltd has no objection to the use of the name and organization of Penha Image Duty Free Ltd LLC with the State of Florida and that the principals are the same in both the existing Florida limited partnership and the to-be-formed Florida limited liability company.

Very truly yours,

  
Stuart Till  
CFO of Penha Holdings BV, and  
Authorized Representative of Penha Image  
Duty Free Ltd. Corp.

30007483.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL 30 AM 9:27

**ARTICLES OF ORGANIZATION  
OF  
PENHA IMAGE DUTY FREE LTD LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, pursuant to Chapter 605 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is Penha Image Duty Free Ltd LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 6310 NW 99 Avenue, Doral, Florida 33178.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name of the initial registered agent and the street address of the registered office of the Company in the State of Florida is CFRA, LLC, a Florida limited liability company, 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

**ARTICLE IV. MANAGEMENT**

The Company shall be a manager managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company.

**ARTICLE IV. AUTHORIZED REPRESENTATIVE**


The name and address of the authorized representative of the organizing member of the Company executing these articles of organization are:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	100 SE Second Street Suite 4200 Miami, Florida 33131

JUL 30 2014 10:17AM

NO. 4318 P. 3

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 30<sup>th</sup> day of July, 2014.

  
Robert B. Macaulay, Authorized  
Representative

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL 30 AM 9:27

**ACCEPTANCE OF REGISTERED AGENT**


Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 30<sup>th</sup> day of July, 2014.

**Registered Agent:**

**CFRA, LLC, a Florida limited liability  
company**

By:

  
Robert B. Macaulay, Authorized Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL 30 AM 9:27