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A CALL A LAND



January 28, 2015

Secretary of State, Florida 2661 Executive Circle Center Tallahassee FL 32301

Re: Order #: 9421052 SO Customer Reference 1: 052505.010000 Customer Reference 2: .

Dear Secretary of State, Florida :

Please obtain the following:

Duty Free Americas Beauty, LLC (FL) Formation Florida

Duty Free Americas Beauty, LLC (FL) Cert Copy of Articles of Org Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092.

Thank you very much for your help.

Sincerely,

Connie R Bryan Senior Fulfillment Specialist 2015 JAN 28 A 10: 29 SECRETEY SEVE.

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ARTICLES OF ORGANIZATION

OF

DUTY FREE AMERICAS BEAUTY, LLC

ARTICLE I - Name

The name of the Limited Liability Company is Duty Free Americas Beauty, LLC (the. "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 6100 Hollywood Boulevard, 7th Floor, Hollywood, Florida 33024.

ARTICLE III - Management

The Company shall be managed by its member and is therefore a member-managed Company. The name and address of the managing member of the Company is:

Duty Free Americas Airports, Inc. – 6100 Hollywood Boulevard, 7th Floor, Hollywood, Florida 33024.

ARTICLE IV- Registered Agent and Office

The street address of the Company's initial registered office is 6100 Hollywood Boulevard, 7th Floor, Hollywood, Florida 33024, and the name of its initial registered agent at such office is David Taney.

In accordance with Section 605.0203(1)(b) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.)

Dated this 28th day of January, 2015

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Debra Palmisano, Esq. Authorized Person

MIA 184305095v1

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Duty Free Americas Beauty, LLC at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.

Dated this 28th day of January, 2015

By: Name: David Taney

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