

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9071

800-342-8086



*1950000576*

ACCOUNT NO. : 072100000032

REFERENCE : 649350 120977A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : July 27, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 649350

CUSTOMER NO: 120977A

CUSTOMER: Ms. Astrid Buttari  
HORNSBY SACHER ZELMAN &  
STANTON, P.A.  
Ninth Floor  
1110 Brickell Avenue  
Miami, FL 33131

EFFECTIVE DATE  
*JUL 26 1995*

800001552948  
-08/03/95--01060--023  
\*\*\*390.00 \*\*\*390.00

*Rush Wait*  
*Will*

DOMESTIC FILING

X RUSH

NAME: FENDI DUTY FREE, L.C.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY -2  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

T. BROWN JUL 28 1995

FILED  
95 JUL 27 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~195-15112~~



FLORIDA DEPARTMENT OF STATE

July 27, 1995

Sandra B. Mortham  
Secretary of State

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FENDI DUTY FREE, L.C.  
Ref. Number: W95000015112

We have received your document for FENDI DUTY FREE, L.C. and your check(s) totaling \$390.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the enclosed check for \$390.00 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 795A00035691

EFFECTIVE DATE  
JUL 26 1995

FILED  
95 JUL 27 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
FENDI DUTY FREE, L.C.

The undersigned subscribing Members to these Articles of Organization, hereby form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Limited Liability Company is FENDI DUTY FREE, L.C.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Limited Liability Company's principal office is 3225 Aviation Avenue, Suite 201, Miami, Florida 33133.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The Limited Liability Company shall have perpetual existence unless sooner terminated as provided herein. Existence shall commence upon the date of subscription and acknowledgement hereof.

ARTICLE IV

MANAGEMENT

The Limited Liability Company shall be managed by its members, whose respective names and addresses are listed below:

Marco Frachsen	3225 Aviation Avenue, Suite 201 Miami, Florida 33133
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Cecilia Frachsen	3225 Aviation Avenue, Suite 201 Miami, Florida 33133
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## ARTICLE V

### ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

## ARTICLE VI

### DISSOLUTION; WINDING UP; LIQUIDATION

a. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Withdrawal, retirement, death or expulsion of any Member.
2. Dissolution of any Member who is an entity.
3. Unanimous agreement of the Members.
4. Upon one (1) year prior written notice of demand for dissolution given by a Member.

A. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company. The exercise of this right to continue shall be by Notice by any two Members to the remaining Members within thirty (30) days after dissolution as described in subsection 1 of this Article.

## ARTICLE VII

### INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Legal Assets, Inc. The street address of the initial registered office of the corporation in the State of Florida is 1110 Brickell Avenue, Suite 901, Miami, Florida 33131.

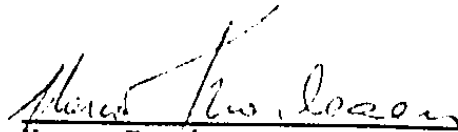
ARTICLE VIII


RESTRICTION ON TRANSFER

No Member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing Members.

IN WITNESS WHEREOF, the undersigned subscribing Members have executed these Articles of Organization this 36 day of July, 1995.

FENDI DUTY FREE, L.C.

  
\_\_\_\_\_  
Marco Frachsen

  
\_\_\_\_\_  
Cecilia Frachsen

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of FENDI DUTY FREE, L.C., depose and say:


1. The above named limited liability company has at least two members.


2. The total amount of cash contributed by the member(s) is \$1,000.00.

3. If any, the agreed value of property other than cash contributed by member(s) is none.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$1,000.00

5. In accordance with Florida Statutes, § 608.408(3), the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
MARCO FRACHESSEN, Member

  
CECILIA FRACHESSEN, Member

CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF REGISTERED AGENT/REGISTERED OFFICE

FILED  
95 JUL 27 PM 12:07  
SECRET  
TALLAHASSEE, FLORIDA

FENDI DUTY FREE, L.C., a Florida limited liability company, desiring to organize as a Limited Liability Company pursuant to Florida Statutes § 608.407, with its registered office as indicated in the Articles of Organization in the City of Miami, County of Dade, State of Florida, has named LEGAL ASSETS, INC., located at 1110 Brickell Avenue, Suite 901, Miami, Florida 33131, as its registered agent within the State.

Having been named registered agent for the above-stated Limited Liability Company at place designated in the Articles, the undersigned hereby accepts to act in that capacity and agrees to comply with the provisions of the Florida Statutes relative thereto.

LEGAL ASSETS, INC.

By: 

Robert Paul, Vice President

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 FEB 15 AM 10:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING FEE \$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee  
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company **DOCUMENT #L95000000576**

FENDI DUTY FREE, L.C.  
~~3225 AVIATION AVENUE~~  
~~SUITE 201~~  
~~MIAMI FL 33133~~

46-AR

CM

1a. Principal Place of Business Address

~~3225 AVIATION AVENUE~~  
~~SUITE 201~~  
~~MIAMI FL 33133~~

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business 601 BRICKELL KEY DR. 2a. Mailing Address 601 BRICKELL KEY DR.

Suite, Apt. #, etc.  
SUITE 400

Suite, Apt. #, etc.  
400

City & State  
MIAMI, FL

City & State  
MIAMI, FL

Zip  
33131

Country  
U.S.A.

Zip  
33131

Country  
U.S.A.

3. Date Organized or Qualified  
07/26/1995

3a. State of Formation  
FL

4. FET Number  
65-0608007

☐ Applied For  
☐ Not Applicable

5. Date of Last Report  
n/a

6. Certificate of Status Desired  
☐ 50 % Certificate Fee Required

7. Name and Address of Current Registered Agent

LEGAL ASSETS, INC.  
1110 BRICKELL AVENUE  
SUITE 901  
MIAMI FL 33131

8. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

9000001722250  
-02/23/96 - 01025-007  
\*\*\*\*238-75  
Zip Code \*\*\*\*238-75  
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

DATE

(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when registering)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	FRACHESSEN, MARCO	<del>3225 AVIATION AVENUE, SUITE</del> MIAMI FL	
MGRM	FRACHESSEN, CECILIA	601 BRICKELL KEY DR., SUITE 400, MIAMI, FL 33131	
		<del>3225 AVIATION AVENUE, SUITE</del> MIAMI FL	
		601 BRICKELL KEY DR., SUITE 400, MIAMI, FL 33131	

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address

SIGNATURE: Cecilia Frachese FEB/8/96 (305) 371-2882

(SIGNATURE AND PRINTED NAME OF REGISTRANT) (X) SIGNATURE AND PRINTED NAME OF REGISTRANT

Date Daytime Phone #



L95000000576

HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
1401 BRICKELL AVENUE • SUITE 700  
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8787  
TELECOPIER (305) 374-2005

ASTRID BUTTARI  
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.  
(305) 578-1408

March 18, 1996

Secretary of State's Office  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: FENDI DUTY FREE, L.C.  
Our File No. 1710.001

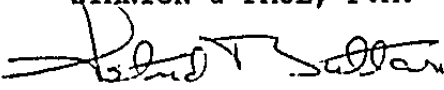
Gentlemen:

Enclosed is the original Articles of Dissolution for the above-named limited liability company. Also enclosed is a check in the amount of \$35.00 covering the filing fee.

Please provide the undersigned with written acknowledgement that said Articles have been filed.

Very truly yours,

HORNSBY, SACHER, ZELMAN  
STANTON & PAUL, P.A.

  
Astrid Buttari  
Corporate Legal Assistant

/ab  
Encs.

cc: Robert Paul, Esq.

*Congratulations  
Fendi*

00678, 00663, 00671  
17.58 due

100001751151  
-04/30/96--01001--003  
\*\*\*\*\*17.50 \*\*\*\*\*17.50

100001751151  
-03/20/96--01076--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
96 APR 23 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 4, 1996

ASTRID BUTTARI  
HORNSBY, SACHER, ZELMAN  
1401 BRICKELL AVE., SUITE 700  
MIAMI, FL 33131

SUBJECT: FENDI DUTY FREE, L.C.  
Ref. Number: L95000000576

We have received your document for FENDI DUTY FREE, L.C. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$17.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 996A00015477

308, 00003, 00767  
00759,



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham  
Secretary of State

April 16, 1996

ASTRID BUTTARI  
HORNSBY, SACHER, ZELMAN  
1401 BRICKELL AVE., SUITE 700  
MIAMI, FL 33131

SUBJECT: FENDI DUTY FREE, L.C.  
Ref. Number: L95000000576

We have received your document for FENDI DUTY FREE, L.C. and check(s) totaling \$17.50. However, your check(s) and document are being returned for the following:

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 296A00017657

HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
1401 BRICKELL AVENUE • SUITE 700  
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8797  
TELECOPIER (305) 374-2005

ASTRID BUTTARI  
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.  
(305) 579-1458

April 19, 1996

Secretary of State's Office  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: FENDI DUTY FREE, L.C.  
Our File No. 1710.001

Gentlemen:

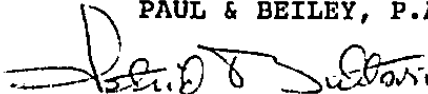
We are returning the Articles of Dissolution of the above captioned limited liability company which have been revised to conform with the requirements set forth in your letter dated April 16, 1996 (copy enclosed).

Also enclosed is a check in the amount of \$17.50, representing the additional filing fee due your office, pursuant to your letter dated April 4, 1996 (copy enclosed). This amount, when added to the \$35.00 check originally forwarded to you on March 18, 1996 and which is being retained in your office, represents your total filing fee of \$52.50.

Please provide the undersigned with written acknowledgement that said Articles have been filed.

Very truly yours,

HORNSBY, SACHER, ZELMAN, STANTON,  
PAUL & BEILEY, P.A.



Astrid Buttari  
Corporate Legal Assistant

/ab  
Encs.

cc: Robert Paul, Esq.  
Fendi Duty Free, L.C.

ARTICLES OF DISSOLUTION

OF

FENDI DUTY FREE, L.C.


FILED


96 APR 23 PM 3:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is  
**FENDI DUTY FREE, L.C.**
2. The Articles of Organization for the limited liability company were filed with the Florida Department of State, Tallahassee, Florida, on July 27, 1995, effective July 26, 1995, and assigned document number L95000000576.
3. The effective date of the limited liability company's dissolution is April 30, 1996.
4. The limited liability company has not commenced business and none of the membership interests have been issued.
5. No debt of the limited liability company remains unpaid.
6. All remaining property and assets have been distributed among its members in accordance with their respective rights and interests.
7. There are no suits pending against the company in any court.
8. All of its organizers/members authorize dissolution.

DATED at Miami, Dade County, Florida, this 19th day of April, 1996.

  
MARCO FRACHESEN, Organizer/Member

  
CECILIA FRACHESEN, Organizer/Member