

m53012

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PH: (850) 668-4318 FX: (850) 668-3398

DATE: JANUARY 29, 1998

ACCOUNT NO: FCA000000015

AUTHORIZATION: *Abbie Hodge*
ABBIE/PAUL HODGE

TYPE OF FILING
ARTICLES OF MERGER

CORPORATE NAMES:

CARIBBEAN BONDED WAREHOUSE CORP.
&
MIAMI DUTY-FREE ENTERPRISES, INC.
&
WORLD DUTY FREE EXPORTS (FL), INC.

INTO
DFI FLORIDA, INC.

RECEIVED

99 JAN 29 PM 12:39

DIVISION OF CORPORATION

FILED
99 JAN 29 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

000002758830--0

COST: _____

X02250, 00721, 00524, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CARIBBEAN BONDED WAREHOUSE CORPORATION, a Florida corporation
J03245

WORLD DUTY FREE EXPORTS (FL), INC., a Florida corporation M12273

MIAMI DUTY-FREE ENTERPRISES, INC., a Florida corporation M55512

INTO

DFI FLORIDA, INC., a Florida corporation, M53012.

File date: January 29, 1999

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Account charged: 140.00

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
99 FEB -2 PM 2:15
DIVISION OF CORPORATION

February 1, 1999

Florida Filing & Search Services, Inc.
P.O. Box 10662
Tallahassee, FL 32302

SUBJECT: CARIBBEAN BONDED WAREHOUSE CORPORATION
Ref. Number: J03245

We have received your document for CARIBBEAN BONDED WAREHOUSE CORPORATION and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please give the date of adoption by the directors of the parent corporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 999A00004198

Please give original file date of January 29, 1999

ARTICLES OF MERGER

CARIBBEAN BONDED WAREHOUSE CORPORATION

AND

MIAMI DUTY-FREE ENTERPRISES, INC.

AND

WORLD DUTY FREE EXPORTS (FL), INC.

INTO

DFI FLORIDA, INC.

DFI Florida, Inc. (the "Surviving Corporation") plans to merge into itself its wholly owned subsidiaries Caribbean Bonded Warehouse Corporation, Miami Duty-Free Enterprises, Inc. and World Duty Free Exports (FL), Inc. (collectively, the "Merging Corporations").

FIRST: The Surviving Corporation, the sole shareholder of each of the Merging Corporations, is the corporation to survive the merger.

SECOND: The Surviving Corporation and each of the Merging Corporations are each incorporated and existing under the laws of the State of Florida.

THIRD: The Plan of Merger is set forth as Exhibit A attached hereto and made a part hereof (the "Plan").

FOURTH: Pursuant to Section 607.227 of the Florida General Corporation Act (the "FGCA"), shareholder approval of the Surviving Corporation or the Merging Corporations of the Plan was not required as each of the Merging Corporations is the wholly owned subsidiary of the Surviving Corporation. Pursuant to section 607.134 of the FGCA, the Board of Directors of the Surviving Corporation approved the Plan on January 27, 1999 by unanimous written consent in lieu of a meeting of the board of directors.

FIFTH: This merger shall become effective on the date of filing of these Articles of Merger with the Department of State of Florida.

SIXTH: The total number of shares of all classes of stock which each corporation party to this merger has the authority to issue and the number of shares of each class are as follows:

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99 JAN 29 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a) Surviving Corporation

The total number of shares of stock which the Surviving Corporation has authority to issue is 100 shares of common stock, \$1.00 par value, of which 100 shares are issued and outstanding.

b) Caribbean Bonded Warehouse Corporation

The total number of shares of all classes of stock which the Caribbean Bonded Warehouse Corporation has authority to issue is 5,000 shares of common stock, \$1.00 par value, of which 5,000 shares are issued and outstanding. All issued shares are held by the Surviving Corporation.

c) Miami Duty-Free Enterprises, Inc.

The total number of shares of all classes of stock which the Miami Duty-Free Enterprises, Inc. has authority to issue is 4,000 shares of Series A Preferred Stock, \$100 par value, of which 4,000 shares are issued and outstanding and 100 shares of common stock, \$1.00 par value, of which 100 shares are issued and outstanding. All issued shares of common stock and Series A Preferred Stock are held by the Surviving Corporation.

d) World Duty Free Exports (FL), Inc.

The total number of shares of all classes of stock which the World Duty Free Exports (FL), Inc. has authority to issue is 15,000 shares of common stock, \$1.00 par value, of which 15,000 shares are issued and outstanding. All issued shares are held by the Surviving Corporation.


SEVENTH: The Surviving Corporation, the sole shareholder of each of the Merging Corporations, has waived the mailing requirement pursuant to Section 607.227 of the FGCA.

EIGHTH: The undersigned Vice President acknowledges these Articles of Merger to be the corporate act of the Surviving Corporation, and further, as to all matters or facts required to be verified under oath, the Vice President acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

[THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK.]

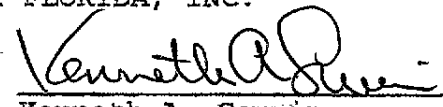
IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 27th day of January, 1999.

ATTEST:



Lawrence Caputo
Secretary

DFI FLORIDA, INC.

By:  (SEAL)

Kenneth A. Corwin
Vice President

PLAN OF MERGER

CARIBBEAN BONDED WAREHOUSE CORPORATION

AND

MIAMI DUTY-FREE ENTERPRISES, INC.

AND

WORLD DUTY FREE EXPORTS (FL), INC.

INTO

DFI FLORIDA, INC.

DFI Florida, Inc. (the "Surviving Corporation") plans to merge into itself its wholly owned subsidiaries Caribbean Bonded Warehouse Corporation, Miami Duty-Free Enterprises, Inc. and World Duty Free Exports (FL), Inc. (collectively, the "Merging Corporations").

FIRST: The Surviving Corporation, the sole shareholder of each of the Merging Corporations, is the corporation to survive the merger.

SECOND: The Surviving Corporation and each of the Merging Corporations are each incorporated and existing under the laws of the State of Florida.

THIRD: The articles of incorporation of the Surviving Corporation will not be amended as a result of the merger.

FOURTH: The total number of shares of all classes of stock which each corporation party to this Plan of Merger has the authority to issue and the number of shares of each class issued and outstanding are as follows:

a) Surviving Corporation

The total number of shares of all classes of stock which the Surviving Corporation has authority to issue is 100 shares of common stock, \$1.00 par value, of which 100 shares are issued and outstanding.

b) Caribbean Bonded Warehouse Corporation

The total number of shares of all classes of stock which the Caribbean Bonded Warehouse Corporation has authority to issue is 5,000 shares of common stock, \$1.00 par value, of which

5,000 shares are issued and outstanding. All issued shares are held by the Surviving Corporation.

c) Miami Duty-Free Enterprises, Inc.

The total number of shares of stock which the Miami Duty-Free Enterprises, Inc. has authority to issue is 4,000 shares of Series A Preferred Stock, \$100 par value, of which 4,000 shares are issued and outstanding and 100 shares of common stock, \$1.00 par value, of which 100 shares are issued and outstanding. All issued shares of common stock and Series A Preferred Stock are held by the Surviving Corporation.

d) World Duty Free Exports (FL), Inc.

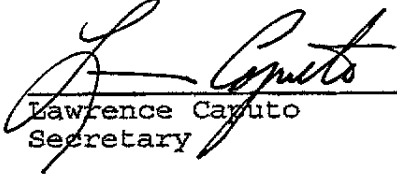
The total number of shares of all classes of stock which the World Duty Free Exports (FL), Inc. to issue is 15,000 shares of common stock, \$1.00 par value, of which 15,000 shares are issued and outstanding. All issued shares are held by the Surviving Corporation.

FIFTH: Upon the filing of the articles of merger, the Merging Corporations shall be merged into the Surviving Corporation; and, thereupon, the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporations; and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Corporations shall be transferred to, vested in, and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporations. Each share of common stock, no par value, of the Merging Corporations shall automatically be canceled and retired and shall cease to exist, and no consideration shall be delivered in exchange therefor. Each share of Series A Preferred Stock, \$100 par value, of Miami Duty-Free Enterprises, Inc. shall automatically be canceled and retired and shall cease to exist; and no consideration shall be delivered in exchange therefor.

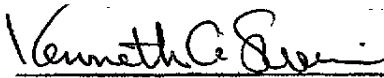
Executed as of the 27th day of January, 1999.

ATTEST:

DFI FLORIDA, INC.



Lawrence Caputo
Secretary

By: 

Kenneth A. Corwin
Vice President