

M53012



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 141309 5013069
AUTHORIZATION : Patricia Pujate
COST LIMIT : \$ 35.00

ORDER DATE : February 19, 1999
ORDER TIME : 9:59 AM
ORDER NO. : 141309-005
CUSTOMER NO: 5013069

800002793058--7

CUSTOMER: Ms. Lori Bazzoni
World Duty Free Americas, Inc.
63 Copps Hill Road
Ridgefield, CT 06877

DOMESTIC AMENDMENT FILING

NAME: DFI FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

99 MAR -3 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DIVISION OF CORPORATION

99 MAR -3 AM 10:40

RECEIVED

See 3/3

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 MAR -3 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DFI FLORIDA, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article One of the Article of Incorporation are hereby amended to read as follows:

The name of the Corporation shall be World Duty Free Exports (FL) Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 29, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

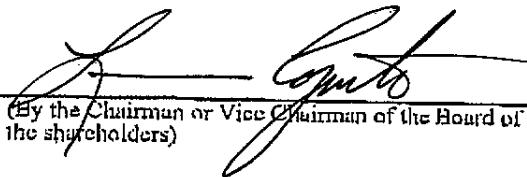
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29 day of January, 19 99

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Lawrence Caputo

Typed or printed name

Director

Title

DFI FLORIDA, INC.


SECRETARY'S CERTIFICATE

The undersigned, the Secretary of DFI FLORIDA, INC., a Florida corporation, hereby certifies that the following resolution was duly adopted by the Board of Directors of the Corporation, at its meeting held on January 29, 1999 at which a quorum was present and acting throughout, and that said resolution has not been amended or revoked and is in full force and effect as of the date hereof:

RESOLVED, that this Board hereby determines that effective January 29, 1999, the name of the Corporation be changed to WORLD DUTY FREE EXPORTS (FL) INC.

RESOLVED, that the President and Secretary take all action necessary to effectuate this change.

IN WITNESS WHEREOF, the undersigned has signed this Certificate as of the 29th day of January, 1999.


Lawrence Caputo
Vice President & Secretary