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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

OVERSEAS DUTY FREE INTERNATIONAL CORP.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 10, 2000

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SUBJECT: OVERSEAS DUTY FREE INTERNATIONAL CORP.
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ARTICLES OF INCORPORATION

OF

OVERSEAS DUTY FREE INTERNATIONAL CORP.

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: OVERSEAS DUTY FREE INTERNATIONAL CORP.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the business to be transacted by this corporation shall include, but not be limited to:

(a) To engage in the business of importing and exporting goods of every kind, type and description; to purchase and sell such goods as a wholesaler, retailer, distributor or otherwise and to act as an agent or broker in the sales of goods of every kind, type and description; and to do all things as are necessary to the accomplishments of the purposes set forth herein.

This instrument prepared by:
Elliott Harris, Esq.
FBN 097072
111 S.W. 3rd Street, 6th Floor
Miami, Florida 33130
(305) 358-1046

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(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.

(d) To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, a scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or

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persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

(g) In general, to do any or all of the things set forth herein to the same extent as a natural person might or could do in the State of Florida or any part of the world as principals or agents, or otherwise, alone or in company with others, without restriction as to time, place or amount, to carry on any other business in connection with the foregoing purposes, and to have and exercise all of the powers conferred by the laws of Florida upon corporations formed under its laws.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares at no par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

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The capital stock is being issued pursuant to Section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4014 Chase Avenue, Suite 217, Miami Beach, Florida 33140, and the name of the initial registered agent of this corporation at that address is Elliott Harris. The board of Directors may, from time to time, move the registered office to any other address in Florida.

The principal place of business of the corporation shall be at 4014 Chase Avenue, Suite 217, Miami Beach, FL 33140.

ARTICLE VI. DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or

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hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any

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meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if there were not such director or officer of such other corporation or not so interested.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and street addresses of the initial directors and initial officers of this corporation are:

Mary Burns
4014 Chase Avenue, Suite 217
Miami Beach, Florida 33140

President, Secretary and
Director

Elliott Harris
111 S.W. 3rd Street
Sixth Floor
Miami, Florida 33130

Assistant Secretary

ARTICLE VIII. INCORPORATORS

The name and street address of each of the Incorporators, being subscribers of these Articles of Incorporation are:

ELLIOTT HARRIS
Sixth Floor McCormick Building
111 S.W. Third Street
Miami, Florida 33130

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ARTICLE IX.

No Stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered in writing for sale to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The written offer shall set forth the price and terms and shall be sent by certified mail, return receipt requested, to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder refuse the offer made as provided above or until they fail for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the corporation.

ARTICLE X.

Elliott Harris, having been named to accept service of process for this corporation, at the place designated in the Articles of Incorporation, hereby agrees to act in the capacity of Registered Agent, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


ELLIOTT HARRIS

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IN WITNESS WHEREOF, the undersigned incorporator has
 subscribed to these Articles of Incorporation this 9th day of May,
 2000.

Elliott Harris
 ELLIOTT HARRIS, Incorporator

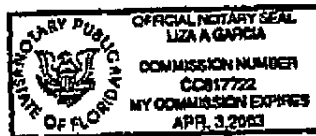
STATE OF FLORIDA)
 SS.
 (COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
 ELLIOTT HARRIS, who is personally known to me and who being by me
 first duly sworn, states under oath that the facts contained in the
 foregoing Articles of Incorporation are true and that he executed
 the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 9th day of May, 2000.

Liza A. Garcia
 NOTARY PUBLIC, State of Florida

My commission expires:



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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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