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2000 MAY 17 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Zimmerman & Marconi
A Partnership of Professional Associations
13320 SW 128th Street
Miami, Florida 33186
305 235-9515 Fax 305 235-1387

May 11, 2000

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Secretary of State
Tallahassee, Florida 32301

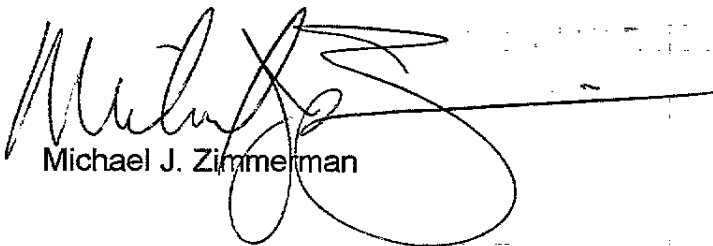
RE: Article of Incorporation
DUTY FREE WORLD INFLIGHT, INC.

600003255936--5
-05/17/00--01024--011
*****78.75 *****78.75

Dear Sirs:

Enclosed are an original and one copy of the Articles of Incorporation of DUTY FREE WORLD INFLIGHT, INC., for recording as well as a check in the amount of \$78.75.

Yours truly,


Michael J. Zimmerman

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DUTY FREE WORLD INFLIGHT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby comes to form a corporation under the laws of the State of Florida, Florida Statutes 607.001 et. seq., and the corporation so formed shall be for profit.

ARTICLE I - NAME, OFFICE & MAILING ADDRESS

The name of the corporation shall be: DUTY FREE WORLD INFLIGHT, INC., located at 6095 NW 167th Street, D-4, Miami, Florida 33015.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence at the time of filing these Articles.

ARTICLE III - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be the purchase and sale of duty free merchandise for on board travel within and without the United States; as well as any other business now or in the future lawful in the State of Florida or any other jurisdiction where the corporation transacts business. To contract debts 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 instruments to secure the payment of corporate indebtedness.

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 jurisdictions, states and countries. To purchase the assets of other corporations and to engage in the business of that corporation or other business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage pledge, or otherwise acquire or dispose of the shares of capital stock of, any bonds, securities, or other evidence of indebtedness created by any corporation of the State of Florida or any other state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to have outstanding at any one time twenty-five thousand (25,000) shares of stock having a par value of \$.01 (one cent) per share, all of the same class.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation shall be: 16095 NW 167th Street, D-4, Miami, Florida 33015.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office upon whom service of process shall be made is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th street, Miami, Florida, 33186.

ARTICLE VII - INITIAL DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be increased from time to time by the bylaws adopted by the stockholders.

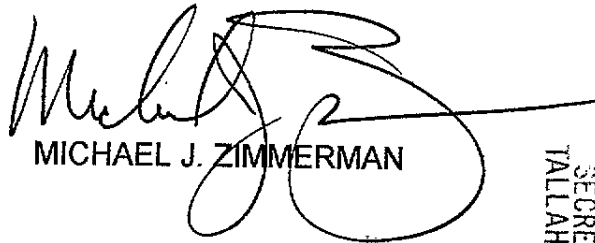
The name and post office address of the first board of director is; MAYRA DELVALLE, 16095 NW 167th Street, D-4, Miami, Florida 33015.

ARTICLE VIII - INCORPORATORS

The name and post office address of the incorporator is: MICHAEL J. ZIMMERMAN, CPA 13320 SW 128th Street, Miami, Florida, 33186.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.


MICHAEL J. ZIMMERMAN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

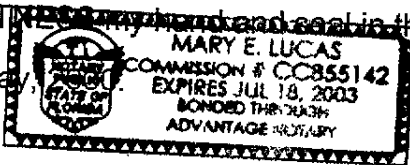
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STATE OF FLORIDA)
SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this date, before me, a notary public, duly authorized in the county and state aforesaid to take acknowledgments personally appeared MICHAEL J. ZIMMERMAN to me known to be the person described as the incorporator (subscriber) in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

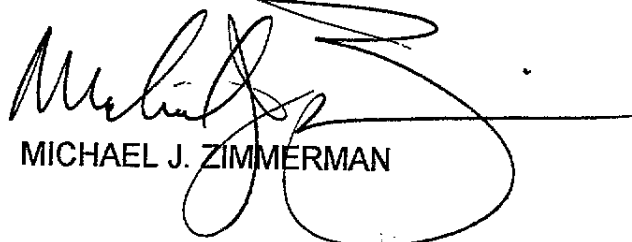
WITNESSE my hand and seal in the county and state aforesaid this 11th day of May,




NOTARY PUBLIC, State of Florida

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in that capacity and agree to comply with applicable law.


MICHAEL J. ZIMMERMAN