

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

3-30-01
FILED
01 APR -2 PM 3:08
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: DUTY FREE INC
(Proposed corporate name - must include suffix)

000003942750--S
-04/02/01--01053--002
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ORLY LEVY
Name (Printed or typed)

512 A STREET
Address

KEY WEST FL 33040
City, State & Zip

305-292-9554
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN APR - 5 2001

ARTICLES OF INCORPORATION
OF
DUTY FREE INC

EFFECTIVE DATE

3-30-01

FILED

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is DUTY FREE INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transaction any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue five hundred shares of \$1. Par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common shares.

ARTICLE V - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the date of execution and acknowledgment of these articles. In the event that these articles are not filed with the Department of State within five (5) days, exclusive of legal holidays, after the subscription and acknowledgment hereof, corporate existence shall

begin when these article are filed with the Department of State. This corporation shall have perpetual existence.

ARTICLE VI – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorate share thereof (as neatly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 512A DUVAL ST., KEY WEST, FL 33040. The name of the initial registered agent of the corporation is Orly Levy whose address is 512A Duval St., Key West, FL 33040.

ARTICLE VIII – INTIAL BOARD OF DIRECTORS

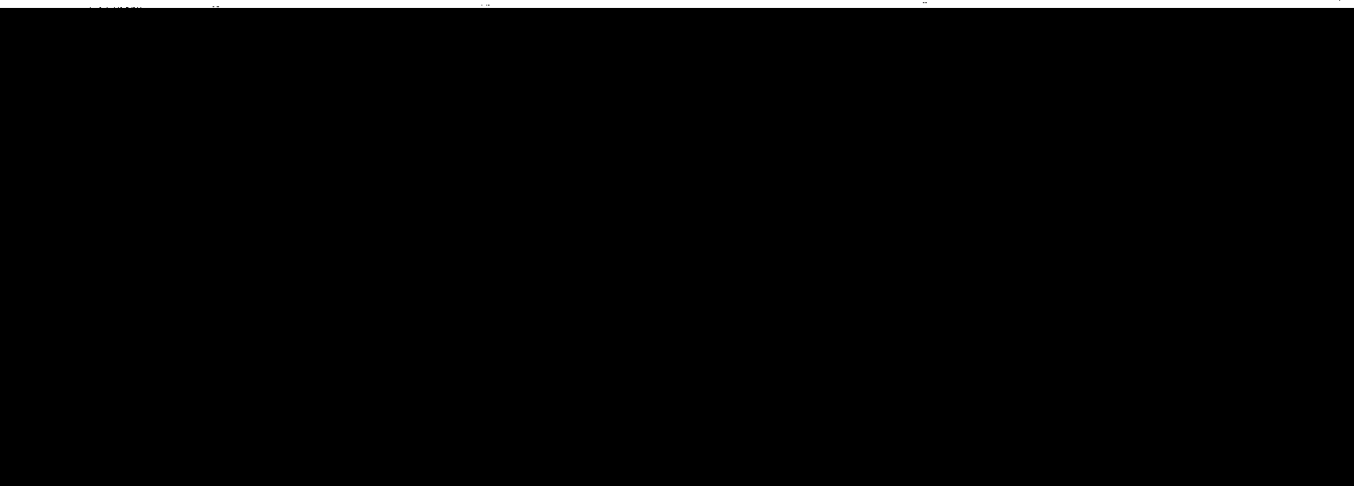
This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is Orly Levy, 512A Duval St., Key West, FL 33040.

ARTICLE IX – INCORPORATOR

The name and address of the person signing these Articles is Orly Levy, 512A Duval St., Key West, FL 33040.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.



ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected by or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors, or officers of, such other corporation. Any directors individually, or any firm of which any director may be member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever. The corporation shall have first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

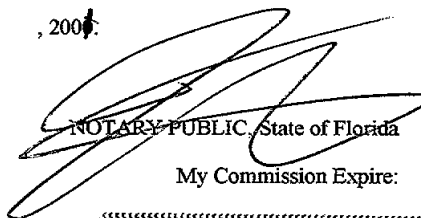
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
this 30 day of March, 2004.

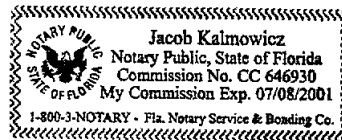

SUBSCRIBER ONLY LEVY

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

BEFORE ME, a notary public authorize to take acknowledgment in the State and County set forth above,
personally appeared Orly Levy, known to me and known by me to be the person who executed the
foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of
Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the State
and County aforesaid, this 30 day of March, 2001.


NOTARY PUBLIC, State of Florida
My Commission Expire:



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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

First—that DUTY FREE INC. desiring to organized under the laws of the State of Florida with it principal
office, as indicated in the articles of incorporation at 512A Duval St., City of Key West State of Florida has
named Orly Levy located at 512A St., City of Key West, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

BY



(Resident Agent)
ORLY LEVY