US CORPORATE FILING SERVICE (Requestor's Name) 3320 S.W. 87 AVENUE -07/31/01--01040--001 *****78.75 *****78.75 (Aldross) MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TER

RESA ROMAN (TALLAHASSEE RE	PRESENTATIVE) OFFICE USE ONLY
CORPORATION NAME(s) & D	OCUMENT NUMBER(S) (if known):
1. MILLENNIUI	M DUTY PREE, INC.
2.	
(Corporation Name)	(Document #)
3. (Corporation Name)	(Document 1)
	(Documenta)
4. (Corporation Name)	(Document #)
Walk in Pick up time	2.00 Certified Copy F. 2. 2. Photocopy Certificate of Status
Mail out Will wait	Photocopy Certificate of Status
	ION TO R
NEW FILINGS	AMENDMENTS Amendment Resignation of R.A., Officer/Director Change of Registered Agent
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director Change of Registered Agent
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger
	3 Mar. 1
OTHER FILNGS	REGISTRATION/ QUALIFICATION
Fictitious Name	Foreign
	Limited Partnership
Name Reservation	Reinstatement
	Trademark
	Other Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby add the following Articles of Incorporation.

<u> ARTICLE I – NAME</u>

The name of the corporation shall be:

MILLENNIUM DUTY FREE, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be: 1-1-12315 N.W. 107 Due P.O. Box 277927 # B-25 YIRAMAR, F/. 33027 MAMI- F/A-33172

KRINCIPAL:

ARTICLE III -SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1.000 x \$100 eAch.

ARTICLES IV -INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

EMILIO GIONNI

1669 S. W. 156 Ave

Penbroke Pines, F/A, 33027.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of
Incorporation is: ENILIO GIONNI
1669 SW 156 Ave.
Porthroke Pines, FlA, 33027
The undersigned incorporator has executed these Articles of Incorporation this 30 day of 4 2001
Durlis Grow
Signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

ENILIO GIONNI (President) 1669 SW 156 Ave Perbroke Pines Ela, 33027

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT /REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent Signature