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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Travel Retail Group, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF INCORPORATION
OF
TRAVEL RETAIL GROUP, INC.**

Pursuant to Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME

The name of the corporation is Travel Retail Group, Inc. (hereinafter called the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 3939 NW 25 Street, Miami, Florida 33144.

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ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Enrique J. Martin.

ARTICLE VI - INCORPORATOR

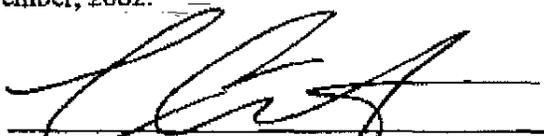
The name and address of the incorporator is Enrique J. Martin, c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of November, 2002.

A handwritten signature in black ink, appearing to read 'E. J. Martin', is written over a horizontal line.

Incorporator: Enrique J. Martin

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Travel Retail Group, Inc., desiring to organize under the laws of the State of Florida, has named Enrique J. Martin, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 20th day of November, 2002.


Enrique J. Martin, Registered Agent

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