

Division of Corporations

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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## To:

Division of Corporations  
Fax Number : (850) 205-0381

## From:

Account Name : MITRANI, RYNOR, ADAMSKY, MACAULAY & MORILLA, P.A.  
Account Number : I20000000078  
Phone : (305) 358-0050  
Fax Number : (305) 358-0550

## FLORIDA PROFIT CORPORATION OR P.A.

Nations Duty-Free, Inc.

Certificate of Status	1
Certified Copy	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**Nations Duty-Free, Inc.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Nations Duty-Free, Inc. Its business mailing address is 7270 N.W. 12<sup>th</sup> Street, Suite 250, Miami, Florida 33126

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, of the Corporation to the fullest extent permitted by law.

**ARTICLE VI - INITIAL  
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 2200 SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The name

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and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Leon Tenenbaum	7270 N.W. 12 <sup>th</sup> Street, Suite 250 Miami, Florida 33126

ARTICLE VIII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert B. Macaulay	2200 SunTrust International Center One Southeast Third Avenue Miami, Florida 33131

  
Robert B. Macaulay, Incorporator

STATE OF FLORIDA            )  
  ) SS:  
COUNTY OF MIAMI-DADE    )

The foregoing Articles of Incorporation of Nations Duty-Free, Inc., were acknowledged before me this \_\_\_\_ day of May 2004, by Robert B. Macaulay, as Incorporator, who is personally known to me.

\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Nations Duty-Free, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: May 4, 2004

  
Robert B. Macaulay

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