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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

alliance duty free, inc.

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ARTICLES OF INCORPORATION
OF
ALLIANCE DUTY FREE, INC.

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: ALLIANCE DUTY FREE, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 13501 SW 99th STREET, MIAMI, FL 33186.

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares common stock having an individual par value of \$ 1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: PAUL JASINSKI, 13501 SW 99th STREET, MIAMI, FL 33186.

ARTICLE VII

The name and address of the officers and board of directors shall be:

PRES/TREAS/DIR

PAUL JASINSKI

13501 SW 99th STREET
MIAMI, FL 33186

VP/SEC/DIR

AMPARO GOMEZ

13501 SW 99th STREET
MIAMI, FL 33186

ARTICLE VIII

The name and address of the incorporator(s) to these Articles of Incorporation shall be:

EMPIRE CORPORATE KIT OF AMERICA, INC.
2444 NW 7TH PLACE
MIAMI, FL 33127

The undersigned has
executed these Articles of Incorporation this 25th day of MAY, 2004.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

TOTAL P.04

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

ALLIANCE DUTY FREE, INC.

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THE
ARTICLES OF INCORPORATION, 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 RELATING 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

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