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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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NAME: INTERNATIONAL DUTY-FREE ENTERPRISES, INC.
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ARTICLES OF INCORPORATION

OF

INTERNATIONAL DUTY-FREE ENTERPRISES, INC.

The Undersigned Subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation is INTERNATIONAL DUTY-FREE ENTERPRISES, INC.

ARTICLE II

DURATION AND BEGINNING OF THE CORPORATE EXISTENCE

The corporation shall Exist Perpetually unless sooner dissolved according to law. The corporate existence shall commence on the date the Articles of Incorporation are filed of record.

ARTICLE III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

305-623-9344
PREPARED BY WILLIE BARNETT, CPA

6142 MIRAMAR PKWY
MIRAMAR, FL 33023

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have one class of outstanding stock, Designated as Common Stock. The Maximum number of shares of Capital Stock this corporation is Authorized to have outstanding at any time is ONE THOUSAND (1,000) SHARES of common stock, having a par value of One Dollar (\$1.00) Per Share. The amount of capital with which this corporation will begin business shall be the sum of not less than One Hundred (\$100.00) Dollars.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The principal office and the Corporation's registered office in the State of Florida is 10645 S.W. 165th Terr., Miami, Florida 33157, County of Dade, and the registered agent at such address is Mr. Andre Thornton.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one initial Director. The number of Directors may be increased or decreased from time to time in the manner provided in the Bylaws of the corporation.

The name and Address of the initial Director is:

Mr. Andre Thornton
10645 S.W. 165th Terr.
Miami, Florida 33157

ARTICLE VII

INCORPORATOR

The Name and Address of the Incorporator of these Articles of Incorporation is Andre Thornton of 10645 S.W. 165th Terr., Miami, Florida 33157.

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ARTICLE VIII

BY LAWS

The Power to Adopt, Alter, Amend or Repeal the By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX


The corporation shall indemnify, to the Full Extent permitted by law, the Incorporator, any Officer, Director, Employee or Agent of the corporation, or any person who at the request of the corporation is or was serving as a Director, Officer, Employee or Agent of another Corporation, Partnership, Joint Venture Trust or Other Enterprise.

ARTICLE X

AMENDMENT

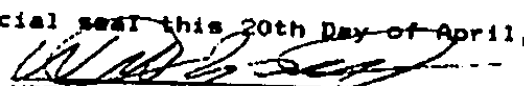
This corporation reserves the right to Amend or Repeal any prior provisions contained in these Articles of Incorporation or any Amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has Executed these Articles of Incorporation this 20th Day of April, 1995.


Andre Thronton

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared Mr. Andre Thronton to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 20th Day of April, 1995.


NOTARY PUBLIC, STATE OF FLORIDA




WILLIE BARNETT
MY COMMISSION & COPIES EXPIRES
MAY 16, 1997
RENEWED THAT THEY FOR SERVICE, INC.

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of International Duty-Free Enterprises, Inc. hereby accept such designation and is familiar with and accept the duties, obligations and responsibilities as provided in the applicable Florida Statutes.


Andre Thornton
Registered Agent

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