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WILLIAM H. NEWTON, III :
JAMES W. SCHULTZ :
STEPHEN M. SELMAN :
OF COUNSEL

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(ADMITTED CALIF.) :
(ADMITTED OH.) :
(ADMITTED FLA.) :
(ADMITTED D.C., MD., VA.) :
(ADMITTED D.C., N.Y.) :
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(ADMITTED ILL.) :

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REPLY TO: BROWARD / PALM BEACH OFFICE

January 16, 1996

MIAMI OFFICE

GABLES INTERNATIONAL PLAZA
PENTHOUSE 10
CORAL GABLES, FLORIDA 33134-8886
VOICE: (305) 445-1887
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***122.50 ***122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: International Duty Free Merchants, Inc.

Dear Sir/madam:

Enclosed are Articles of Incorporation for International Duty Free Merchants, Inc. We are also enclosing a check in the amount of \$122.50 for the filing fees. We are enclosing a Federal Express Air Bill for the return of the certified copy of the articles. If you should have any questions, please do not hesitate to contact us.

Sincerely,

Ana Yanks

Ana H. Yanks, paralegal to
Andrew M. Parish, Esquire

\ay
Enclosure

FILED
96 JAN 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 1/22/96

FILED

96 JAN 17 AM 10:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL DUTY FREE MERCHANTS, INC.**

**ARTICLE I
CORPORATE NAME**

The name and mailing address of this Corporation shall be:

International Duty Free Merchants, Inc.
755 N.W. 72nd Avenue
Plaza #25
Miami, Florida 33126

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This maximum number of shares which this Corporation is authorized to have outstanding at any time is Five Hundred (500) shares of common stock having a par value of One (\$1.00) Dollar per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 755 N.W. 72nd Avenue, Plaza #25, Miami, Florida 33126, and the initial registered agent of this Corporation at such office

shall be Sonia D. Jhangimal, 755 N.W. 72nd Avenue, Plaza #25, Miami, Florida 33126, 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 for service of process.

**ARTICLE VI
PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 755 N.W. 72nd Avenue, Plaza #25, Miami, Florida 33126.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or diminished from time to time by vote of the stockholders, but in no case shall the number of directors be fewer than one (1). The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Sonia D. Jhangimal	755 N.W. 72nd Avenue Plaza #25 Miami, Florida 33126
Dipu Jhangimal	755 N.W. 72nd Avenue Plaza #25 Miami, Florida 33126

**ARTICLE VII
INCORPORATOR**

The name and street address of the person signing these

Articles of Incorporation is:

Name

Sonia D. Jhangimal

Address

755 N.W. 72nd Avenue
Plaza #25
Miami, Florida 33126

**ARTICLE IX
INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

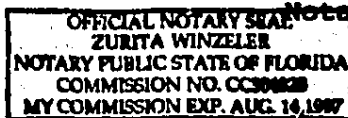
Sonia D. Jhangimal
SONIA D. JHANGIMAL

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing Articles of Incorporation of International Duty Free Merchants, Inc., were acknowledge before me this 16th day of January, 1996, by Sonia D. Jhangimal, Incorporator.

Zurita Winzeler

My Commission Expires:



Notary Public

Pursuant to Florida Statutes §48.091, International Duty Free Merchants, Inc., desiring to organize under the laws of the State of Florida, hereby designates Sonia D. Jhangimal, 755 N.W. 72nd Avenue, Plaza #25, Miami, Florida 33126, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been made to accept service of process for International Duty Free Merchants, Inc., at the place designated above in the Articles of Incorporation, Sonia D. Jhangimal agrees to act in this capacity and agrees to comply with the provisions of Florida Statute 48.091.

Date: 1-16-96

Sonia D. Jhangimal
SONIA D. JHANGIMAL

FILED
96 JAN 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

P96000006270

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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-08/04/97--01116--002

****210.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. International Duty Free Merchants, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

97 AUG -4 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 AUG -4 PM 1:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

8/4
Jon Amend

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL DUTY FREE MERCHANTS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The Articles of Incorporation states Director(s) as:

Sonia D. Jhangimal
Dipu Jhangimal

SECOND: The Director(s) of the Corporation shall be changed to:

Sonia D. Jhangimal

whose addresses shall be the same as the principal address of the Corporation.

THIRD: The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may



Indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of

directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

FOURTH: The date of the adoption of this amendment is the 29 July 1997.

FIFTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.



SIXTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 29 July 1997.

Sonia D. Jhangimal

Sonia D. Jhangimal, Chairman of the Board of Directors

ARTAMEND.PREB



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