



ACCOUNT NO. : 072100000032

REFERENCE : 664293 7122068

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 9, 1998

ORDER TIME : 9:14 AM

ORDER NO. : 664293-005

CUSTOMER NO: 7122068

500002397655--3

CUSTOMER: Mr. Mark Pullman
RETAIL PORTFOLIO GROUP

P. O. Box 66091
Amf O'hare
Chicago, IL 60666

DOMESTIC FILING

NAME: PHI AIRPORT RETAIL STRATEGIES
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS:

98 JAN 12 AM 9:04

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JAN 12 PM 4:19
DIVISION OF CORPORATION
RECEIVED
11/13/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:05

ARTICLES OF INCORPORATION
OF
PHI AIRPORT RETAIL STRATEGIES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PHI AIRPORT RETAIL STRATEGIES INC.

The address of the principal office of this corporation shall be P.O. Box 66091, AMF O'Hare, c/o Airport Retail Portfolio Group (International) Inc., Chicago, Illinois 60666-0091 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 12, 1998.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:05

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

TMB/JBG