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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: REAL DUTY FREE, INC.

AUDIT NUMBER.....H98000009496

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

EMPIRE

SUBJECT: REAL DUTY FREE, INC.
REF: W98000011567

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000009496
Letter Number: 598A00028349

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ARTICLES OF INCORPORATION

OF

REAL DUTY FREE, INC.

The undersigned Incorporator to these Articles of Incorporation, of REAL DUTY FREE, INC., a Florida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

REAL DUTY FREE, INC.

Having it's initial offices at:

1330 Coral Way # 305 Miami, FL 33145

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having NONE (\$ 0.00) Dollars PAR VALUE.

This instrument was prepared by: JORGE L. GONZALEZ, Esq.
Florida Bar Number 237711
2801 Ponce De León Boulevard Suite 280
Coral Gables, Florida 33134
Phone: (305) 445-1457

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Shares may be issued for such consideration as is determined from time to time by the stockholders.

This power which is hereby reserved unto the stockholders by right, may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury share. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or in other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence.

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ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JORGE L. VIDAL
1330 Coral Way Suite 305
Miami, FL 33145

The Board of Directors may, from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This Corporation shall have 1 directors initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than 1.

ARTICLE VIII

INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

NAME
Jorge L. Vidal

ADDRESS
1330 Coral Way #305 Miami, FL 33145

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX

INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonable incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

ARTICLE X

REMOVAL OF DIRECTORS

Any director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI

BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors. By-laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-laws made by them that such By-law shall not be altered, amended, or repealed by the Board of Directors.

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ARTICLE XIII

INCORPORATOR

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

JORGE L. VIDAL
2801 Ponce De Leon Suite #220
Coral Gables, FL 33134

ARTICLE XIII

CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction, with the like force and effect as if he were no such director or officer of such other corporation or not so interested.

ARTICLE XIV

AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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ARTICLE XV

RESTRICTION ON TRANSFER OF SHARES

Every shareholder, prior to selling, transferring or in any manner divesting title to or interest in any share of this corporation, shall offer under the same terms and conditions any such share to the existing registered shareholder for a period of two weeks for purchase or refusal and thereafter to the corporation for a period of one week for repurchase of any remaining share. The existing shareholders have a right to at least a proportionate share of the offered shares and any shares that remain unpurchased by other shareholders.

In the event that a shareholder dies, whether testate or intestate, the existing registered shareholders and the corporation shall have an option to purchase said shares in the manner as provided for herein. The purchase price shall be determined by mutual agreement of the executor or devisee and a representative for the corporation, the "parties" or, if no agreement can be reached within 15 days of the appointment of the executor of the estate, each party shall appoint an arbitrator which will in turn appoint a third arbitrator, to jointly determine the purchase price. The purchase price shall be determined by a majority vote of the arbitrators. Once the purchase price is determined, the existing registered shareholders shall have a period of two weeks for purchase or refusal and thereafter the corporation for a period of one week for repurchase of any remaining share. The existing shareholders have a right to at least a proportionate share of the offered shares and any shares that remain unpurchased by other shareholders.

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IN WITNESS WHEREOF the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 21 day of MAY 1998.

By:


JORGE L. VIDAL

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared JORGE L. VIDAL, personally known to me, or who provided _____ as identification, who did/did not take an oath and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal at, DADE COUNTY, FLORIDA, this 21 day of MAY, 1998.

Prepared by:
Jorge L. Gonzalez, Esq.
2801 Ponce De Leon Blvd, Suite 220
Coral Gables, Florida 33134
Fla. Bar No. 237711


NOTARY PUBLIC, State of Florida
at Large JORGE L. GONZALEZ, ESQ.

My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes; the following is submitted,
in compliance with Said Act:

That REAL DUTY FREE, INC. desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation at the
City as hereto before stated, County of DADE, State of Florida has named JORGE
L. VIDAL, located at 1330 coral Way Suite 305 Miami, Florida 33145, as its agent
to accept services of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I, JORGE L. VIDAL, hereby accept
to act in this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.


JORGE L. VIDAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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