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MOISES T. GRAYSON

WRITER'S DIRECT LINE:
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PROFESSIONAL ASSOCIATION
SUITE 730, INGRAHAM BUILDING
25 SOUTHEAST SECOND AVENUE
MIAMI, FLORIDA 33131-1506
TELEPHONE (305) 381-7979
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IAN J. KUKOFF
JONATHAN W. SEGAL
DANIEL J. SERBER
ALEXANDRA J. SANCHEZ
CARMEN L. FANEGO

June 4,
~~May 26~~, 1999

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-06/07/99--01129--006
131.25 **87.50

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

Re: Airport Gift, Inc.

Gentlemen:

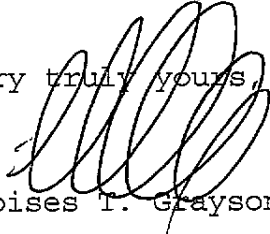
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our check in the amount of \$131.25 for the following fees:

Filing Fees	\$35.00
Certified Copies	\$52.50
Registered Agent Designation	\$35.00
Certificate of Good Standing	<u>\$ 8.75</u>

TOTAL \$131.25

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Very truly yours,


Moises T. Grayson

cc: Salomon Turner
Jorge Lerman, C.P.A.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -7 PM 4:56

99 JUN 10 1999

ARTICLES OF INCORPORATION OF
Airport Gift, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -7 PM 4:56

ARTICLE I.

CORPORATE NAME

The name of this corporation shall be: Airport Gift,
Inc.

ARTICLE II.

NATURE OF CORPORATE BUSINESS

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

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of
One Thousand (1,000) shares of common stock having a par value of
One Dollars (\$1.00) per share. The consideration to be paid for
each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered
Office in the State of Florida shall be: Moises T. Grayson, 25 SE
2nd Avenue, Suite 730, Miami Florida 33131

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

Mr. Salomon Turner
755 N.W. 72nd Ave.
21 Bijoux Plaza
Miami, FL 33126

ARTICLE VI.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-
Laws adopted by the Stockholders. However, the Corporation shall

have no less than one (1) Director at any time.

ARTICLE VII.

INITIAL DIRECTOR

The name and post office address of the first Director of the Corporation is:

Mr. Salomon Turner
755 N.W. 72nd Ave.
21 Bijoux Plaza
Miami, FL 33126

The first Director shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE VIII.

INCORPORATOR

The name and post office address of the Incorporator executing these Articles of Incorporation is: Moises T. Grayson, 25 SE 2nd Avenue, Suite 730, Miami Florida 33131

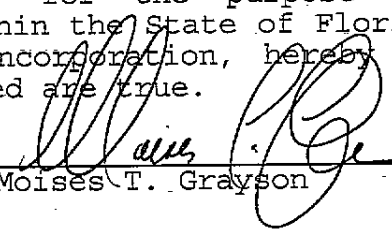
Incorporator

Address

Moises T. Grayson

25 SE 2nd Avenue Suite 730
Miami Florida 33131

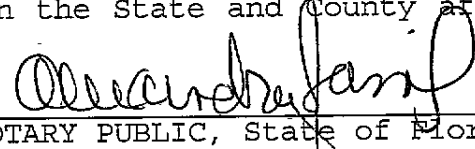
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


Moises T. Grayson

STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, appeared Moises T. Grayson, who is personally known to me or who has produced _____ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

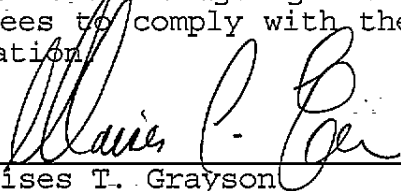
WITNESS my hand and seal in the State and County aforesaid, this 3rd day of June, 1999.


NOTARY PUBLIC, State of Florida
Print Name: _____

My Commission Expires: _____ ALEXANDRA SANCHEZ

COMMISSION # CC 567919
EXPIRES JUN 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


Moises T. Grayson

FILED STATE
SECRETARY OF CORPORATIONS
99 JUN -7 PM 4:56