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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

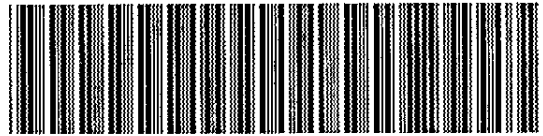
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
 REFERENCE : 830813 4300426
 AUTHORIZATION : *Patricia Pigato*
 COST LIMIT : \$ 78.75

ORDER DATE : November 21, 2002
 ORDER TIME : 12:48 PM
 ORDER NO. : 830813-005
 CUSTOMER NO: 4300426
 CUSTOMER: Margaret Civetta, Esq.
 Winston & Strawn
 200 Park Avenue
 New York, NY 10166-4193

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FOREIGN FILINGS

NAME: ALTADIS MANAGEMENT SERVICES CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. Altadis Management Services Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware (State or country under the law of which it is incorporated)
3. 01-0610671 (FEI number, if applicable)
4. November 26, 2001 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 2002 (Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.") (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

- 7. 5900 N. Andrews Avenue (Principal office address)
Fort Lauderdale, FL 33309 (Current mailing address)

- 8. Any lawful act or activity for which a corporation may be engaged in the State of Florida (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Gary R. Ellis
Office Address: Altadis Management Services Corporation
5900 N. Andrews Avenue
Fort Lauderdale, Florida 33309
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Handwritten signature of Gary R. Ellis]
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Theo Folz
Address: 5900 N. Andrews Avenue
Fort Lauderdale, FL 33309

Director: Gary R. Ellis
~~Vice Chairman:~~
Address: 5900 N. Andrews Avenue
Fort Lauderdale, FL 33309

Director: Jhonny Cedeño
Address: 5900 N. Andrews Avenue
Fort Lauderdale, FL 33309

Director: Berge Setrakian, Esq.
Address: 200 Park Avenue
New York, NY 10166

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TALLAHASSEE FLORIDA

B. OFFICERS


President: Theo Folz
Address: 200 Park Avenue
New York, NY 10166

Senior V.P./CFO: Gary R. Ellis
Vice President:
Address: 200 Park Avenue
New York, NY 10166

Secretary: Berge Setrakian, Esq.
Address: 200 Park Avenue
New York, NY 10166

Vice President: Jhonny Cedeño
Treasurer:
Address: 200 Park Avenue
New York, NY 10166

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Theo Folz, President
(Typed or printed name and capacity of person signing application)

Delaware

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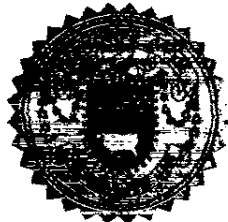
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTADIS MANAGEMENT SERVICES CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALTADIS MANAGEMENT SERVICES CORPORATION" WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3459868 8300

AUTHENTICATION: 2104958

020720157

DATE: 11-21-02