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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

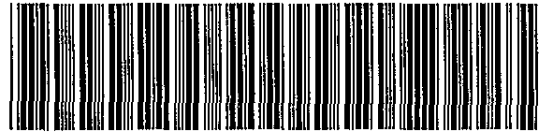
Special Instructions to Filing Officer:

Name Availability	<i>[Signature]</i>
Document Examiner	DCC

Preparer	DCC	Office Use Only
Preparer Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

FF \$70

PF 2,000
ARIS 600



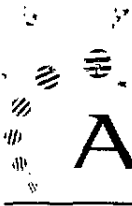
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06/07/04--01007--011 **500.00

04/27/04--01018--005 **70.00

07/22/04--01004--008 **2000.00

FILED
2004 JUL 23 P 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Altadis U.S.A. Inc.

Maker of Fine Cigars

November 12, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Altadis Holdings U.S.A. Inc.
FEI# 52-2232665

To Whom It May Concern:

Please find enclosed the following for the above referenced corporation:

- Transmittal Letter
- Application by Foreign Corporation for Authorization to Transact Business in Florida.
- Certificate of Good Standing from the State of Delaware
- Check # 127293 in the amount of \$70.00

Please process accordingly.

Sincerely,

Connie Falbo
Tax Director

Enc.

2004 JUL 23 P 2:30
 SECRETARY OF STATE
 TALLAHASSEE, FL 32314
FILED

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALTADIS HOLDINGS U.S.A., INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CONNIE FALBO
(Name of Person)
ALTADIS HOLDINGS U.S.A., INC.
(Firm/Company)
5900 N. ANDREWS AVE.
(Address)
FT. LAUDERDALE, FL 33309
(City/State and Zip code)

For further information concerning this matter, please call:

CONNIE FALBO at (954) 938-7805
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 10, 2004

CONNIE FALBO
ALTADIS HOLDINGS U.S.A. INC.
5900 N ANDREWS AVE
FT LAUDERDALE, FL 33309

SUBJECT: ALTADIS HOLIDNGS U.S.A. INC.
Ref. Number: W04000017774

We have received your document for ALTADIS HOLIDNGS U.S.A. INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:


Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 204A00032118



Altadis U.S.A. Inc.

Maker of Fine Cigars

May 21, 2004

Diane Cushing
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Altadis Holdings U.S.A. Inc.
Ref. Number: W04000017774

Dear Ms. Cushing:

Attached is a copy of your letter dated May 10, 2004 regarding the initial filing of an annual report for the above corporation. Your letter indicates you are holding this document pending additional amounts due plus penalty of \$4,600. Attached please find a check in the amount of \$600.00 to cover the appropriate annual report/uniform business report fees that would have been due had the above corporation qualified the year it began operations in Florida.

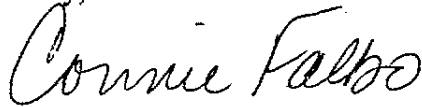
We are respectfully requesting abatement of the penalty of \$1,000/year or \$4,000 based on the following circumstances. Altadis Holdings U.S.A. Inc. was successor by merger to Dorsay Holdings Inc. Dorsay, a Delaware corporation, was located and managed in France since 1/22/99. Subsequently, on the date of merger, August 1, 2000, Dorsay changed its name to Altadis Holdings U.S.A. Inc. and at the same time, due to the appointment of Florida officers, moved the business location from France to Florida. At the time of merger, the subsidiaries of the merged corporation which were not under foreign management properly filed their respective annual reports. Because of prior foreign management, foreign legal and tax departments and communication barriers, this holding company, Altadis Holdings U.S.A. Inc. was, as you brought to our attention, not registered with the Florida Secretary of State at the proper time but through no negligence on our part.

Your first notice to us on September 19, 2003 was immediately addressed and responded to as evidenced by our original letter dated November 12, 2003. Also evidence of our date of response is the originally generated check for \$70 dated November 6, 2003. As explained in our subsequent letter of April

20, 2004, due to a change in personnel, the package was inadvertently left unattended. We promptly rectified the situation upon your second notice by mailing to you the original documents. As you can see, our intent was not to avoid tax or to willfully neglect any filing requirements.

If you require any further information or documentation, please call me at 954-938-7805. We appreciate your consideration in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Connie Falbo". The signature is written in black ink and is positioned above the typed name and title.

Connie Falbo
Tax Director



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 2, 2004

CONNIE FALBO
ALTADIS HOLDINGS U.S.A. INC.
5900 N ANDREWS AVE
FT LAUDERDALE, FL 33309

SUBJECT: ALTADIS HOLIDNGS U.S.A. INC.
Ref. Number: W04000017774

We have received your document for ALTADIS HOLIDNGS U.S.A. INC. and your check(s) totaling \$670.00. However, the document has not been filed and is being retained in this office for the following:

Based on the information you have provided and in accordance with s.607.1502(4), 608.502(4) or 617.1502(4), F.S., this office will reduce the civil penalty of \$1,000 per year to \$500 per year for each year this entity transacted business or conducted its affairs in Florida prior to qualification. Therefore, the total amount due to cover both annual report/uniform business report and penalty fees is \$2,600.00.

The total amount due is \$2670.00.

There is a balance due of \$2000.00.

If you have any questions concerning the filing of your document, please call (850) 245-6911.

Brenda Tadlock
Senior Section Administrator

Letter Number: 504A00037764

*6/28/04 We will be current through 2004 by
paying this amount per Brenda Tadlock
(BT)*



Maker of Fine Cigars

July 19, 2004

Brenda Tadlock
Senior Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Altadis Holdings U.S.A. Inc.
Ref. Number: W04000017774

Dear Ms. Cushing:

Attached is a copy of your letter # 504A0037764 dated June 2, 2004 regarding the balance due on the above corporation's annual reports.

Also enclosed is a check in the amount of \$2,000.00; the balance needed to bring our filing up to date.

Please process our paperwork and let me know if you have any additional questions.

Sincerely,

A handwritten signature in cursive script that reads "Connie Falbo".

Connie Falbo
Tax Director

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 HOLDINGS U.S.A. INC.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 52-223 2665
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 1-21-99 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 8/1/2000
(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 Ave.
(Principal office address)

Same
(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)

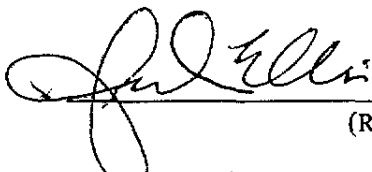
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Gary Ellis

Office Address: 5900 N. Andrews Ave
Ft. 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.



(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.

FILED
JUL 23 P 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

SEE ATTACHED

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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2004 JUL 23 P 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Gary Ellis, Director

(Typed or printed name and capacity of person signing application)

ALTADIS HOLDINGS U.S.A., INC
Corporate Officers and Directors

NAME	TITLE(S)	BUSINESS ADDRESS
Theo W. Foltz	Pres, CEO, Director	5900 N. Andrews Ave. Ft. Lauderdale, FL. 33309
Gary R. Ellis	Director	5900 N. Andrews Ave. Ft. Lauderdale, FL. 33309
Berge Setrakian	Secretary, Director	5900 N. Andrews Ave. Ft. Lauderdale, FL. 33309
Jhonny Cedeno	VP Corporate Affairs	5900 N. Andrews Ave. Ft. Lauderdale, FL. 33309

Delaware

PAGE 1

The First State

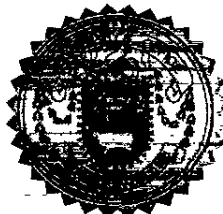
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALTADIS HOLDINGS U.S.A. INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALTADIS HOLDINGS U.S.A. INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 1999.

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.

FILED
2004 JUL 30 P 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2995684 8300

AUTHENTICATION: 2726612

030704507

DATE: 11-03-03