

F98000004042

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

800002590158--0

-07/15/98--01089--001
*****70.00 *****70.00

CORPORATION(S) NAME

Martin Brothers International, Inc.

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mtu
7/15

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Name Registration
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Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUL 15 1998

Thanks,
Jeff

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Martin Brothers International, Inc.

(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. 59-3485911

(FEI number, if applicable)

4. 12/17/97

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 20 Thorndal Circle

Darien, Ct 06820

(Current mailing address)

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8. To sell and export cigars to non-US customers from our Jacksonville, FL.

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) office.

9. Name and street address of Florida registered agent:


Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.


C T CORPORATION SYSTEM
(Registered agent's signature) (Officer)

Kimberly D. Gilbertson, Asst. Secy.
(Type Name and Title of Officer)

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.

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

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: William T.Ziegler
Address: 20 Thorndal Circle
Darien, CT 06820

Vice Chairman: Timothy Mann
Address: 459 East 16 St.
Jacksonville, Fl 32206

Director: Robert A.Britton
Address: 20 Thorndal Circle
Darien, CT 06820

Director: Karl H.Ziegler
Address: 20 Thorndal Circle
Darien, CT 06820

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Richard T.Edwards
Address: 459 East 16 St.
Jacksonville, Fl 32206

Vice President: Robert A.Britton
Address: 20 Thorndal Circle
Darien, CT 06820

Secretary: Karl H.Ziegler
Address: 20 Thorndal Circle
Darien, Ct 06820

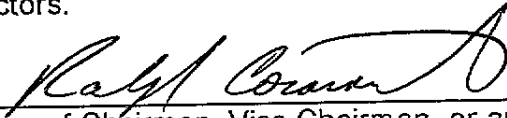
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Asst. Secretary
~~Treasurer~~ Ralph Corasaniti

Address: 20 Thorndal Circle

Darien, CT 06820

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. Ralph Corasaniti, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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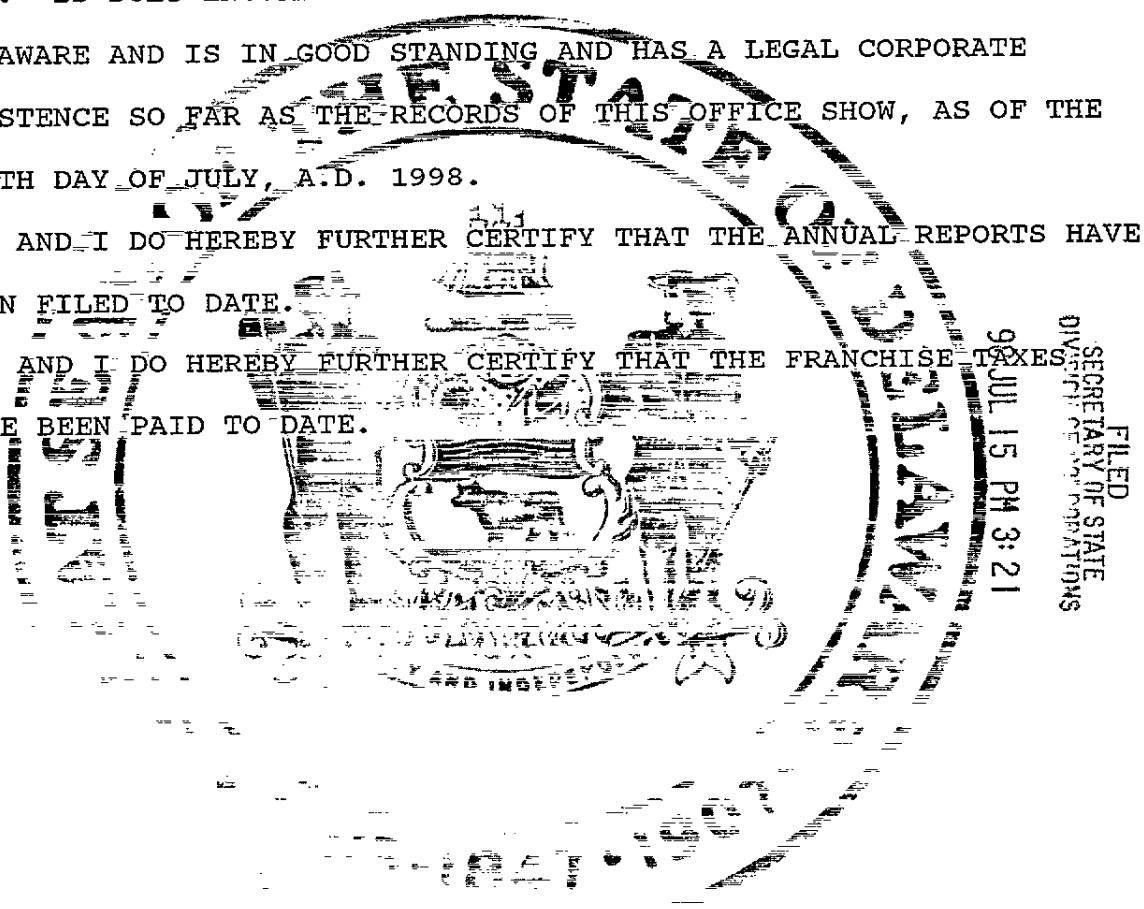
State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARTIN BROTHERS INTERNATIONAL, 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 TENTH DAY OF JULY, A.D. 1998.

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

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



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9188804

DATE:

07-10-98