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03 APR 24 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PADILLA CIGARS, COMPANY

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| Certificate of Status | 0 |
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| Page Count | 06 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION
OF
PADILLA CIGARS, COMPANY

6

ARTICLE I
[CORPORATE NAME]

The name of this corporation is **PADILLA CIGARS, COMPANY**

ARTICLE II
[TERM OF EXISTENCE]

This corporation shall have perpetual existence.

ARTICLE III
[NATURE OF BUSINESS & 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. This corporation shall have the powers as enumerated in Section 607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV
[PLACE OF BUSINESS]

The principal place of business for this corporation is:

Law Offices of George M. Tavares
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida 33139

ARTICLE V
[CORPORATE ADDRESS]

The mailing address of this corporation is:

Law Offices of George M. Tavares
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida 33139

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ARTICLE VI
[CAPITAL STOCK]

This corporation is authorized to issue one thousand (1,000) shares of common stock with par value of one dollar (\$1.00) each of which shall be designated as "Common Shares".

ARTICLE VII
[PRO-RATA STOCK PARTICIPATION]

Every shareholder, upon the sale for cash or a new stock of this corporation, shall have the same kind, class or series as that which he already holds, and 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 VIII
[REGISTERED AGENT & OFFICE]

The street address of the initial registered office of this corporation and the name of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

Street Address of Initial Registered Office: 407 Lincoln Road, 6-E, Miami, Florida 33139

Name of Initial Registered Office: Law Offices of George M. Tavares

Name of Initial Registered Agent: George M. Tavares, Jr.

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

ARTICLE IX
[INITIAL DIRECTORS]

The name and address of the initial directors of this corporation are as follows:

CARLOS PADILLA
407 Lincoln Road, 6-E
Miami, Florida 33139

ERNESTO PADILLA
407 Lincoln Road, 6-E
Miami, Florida 33139

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ARTICLE X
[BOARD OF DIRECTORS]

The corporation shall have two (2) directors initially, **CARLOS PADILLA** and **ERNESTO PADILLA**. The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor is elected or appointed and has qualified, whichever occurs first. The number of directors may be increased from time to time in accordance with the Bylaws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer. The corporation shall reimburse such person(s) for all costs, legal and other expenses reasonably incurred in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

ARTICLE XI
[INITIAL INCORPORATOR]

The name and address of the person, as Incorporator, signing these Articles is as follows:

GEORGE M. TAVARES, JR.
407 Lincoln Road, Suite: 6-E
Miami Beach, Florida

ARTICLE XII
[RESALE OF STOCK]

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE XIII
[AMENDMENT OF ARTICLES]

These Articles of Incorporation may be amended by the manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator, for the purpose of forming a corporation to do business within the State of Florida, hereby declares and certifies that the facts

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C E R T I F I C A T E

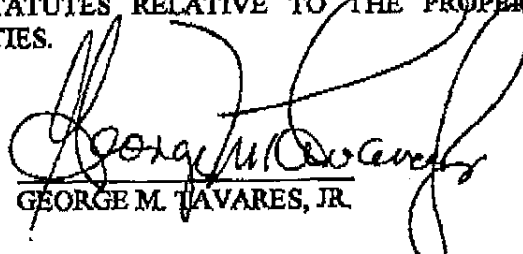
**DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST - THAT **PADILLA CIGARS, COMPANY** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATED OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH, COUNTY OF DADE, AND STATE OF FLORIDA, HAS NAMED **GEORGE M. TAVARES, JR.** WITH OFFICES LOCATED AT 407 LINCOLN ROAD, SUITE: 6-E, CITY OF STATE OF FLORIDA, 33139-3016, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SECOND - HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

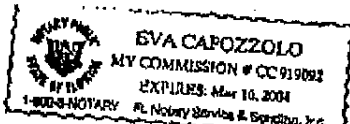
DATED: MIAMI BEACH, FLORIDA
23 APRIL 2003

By: 
GEORGE M. TAVARES, JR.

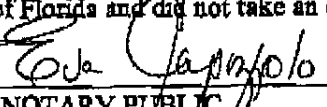
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of APRIL 2003, by George M. Tavares, Jr., who is personally known to me or who has produced identification, his driver's license issued by the State of Florida and did not take an oath.

Seal



Print Name:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
EVA CAPOZZOLO

My commission expires: March 16, 2004

30422[FCI](ART of INC-PADILLA CIGARS, CO.)

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