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Prepared by:  
Sergio Ruiz, CPA  
3446 SW 8th # 203  
Miami, FL 33135  
305-461-2661

ARTICLES OF INCORPORATION  
OF

ARGENHILLS TOBACCO, INC.

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The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

**SECTION 1.01 NAME.** The name of this corporation is:  
**ARGENHILLS TOBACCO, INC.**

**SECTION 2.01 CAPITAL STOCK.** The maximum number of shares of par value common, of non-par common and preferred stock, and of every kind, class or series of each, with their distinguishing characteristics and the par value of all shares having par value that this corporation is authorized to have outstanding at any one time is:  
**500 SHARES COMMON STOCK \$1.00 PAR VALUE EACH.**

**SECTION 3.01 INITIAL CAPITAL.** The amount of capital with which this corporation will begin business is: not less than:  
**FIVE HUNDRED DOLLARS**

**SECTION 4.01 TERM OF EXISTENCE.** This corporation is to exist perpetually.

**SECTION 5.01 ADDRESS.** The initial post office address of the principal office of this corporation in the State of Florida is: **3446 SW 8TH STREET SUITE #203 MIAMI, FL 33135**

The Board of Directors may, from time to time move the principal office to any other address in Florida.

**SECTION 6.01 DIRECTORS.** This corporation shall have **ONE** directors, initially. The number of directors may be increased or diminished from time to time, by laws adopted by the shareholders, but shall never be less than **ONE**.

**SECTION 7.01 INITIAL DIRECTORS.** The names and post office addresses of the members of the first Board of Directors are:

NAME	ADDRESS
MARCELO CONSALVO	3446 SW 8TH STREET SUITE #203 MIAMI, FL 33135

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**SECTION 8.01 SUBSCRIBERS.** *The name and post office addresses of each subscriber to these articles of incorporation are:*

**NAME:**

**ADDRESS:**

**MARCELO CONSALO 3446 SW 8TH STREET SUITE #203 MIAMI, FL 33135**

**SECTION 9.00 NATURE OF BUSINESS.**

**SECTION 9.01** *To engage in every aspect and phase of the business of: Any and all business which is not contrary to the laws of the United States of America and of the State of Florida.*

**SECTION 9.02** *To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cementary company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.*

**SECTION 9.03** *To conduct business in, have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.*

*To Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indeptness as required.*

*To purchase the corporate assets of any other corporation and engage in the same or other character of business.*

*To Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of other evidence of indeptedness created by any other corporation of the State of Florida or any other states of governments, and while owner of such stock to exercise all the rights, powers and priviledges of ownership, including the right to vote such stock.*

**SECTION 9.04** *Resident Agent the corporation impursance of charter 48.09 Florida Statues has named. MARCELO CONSALVO*

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*As its agent to accept services of process within this State.*

**SECTION 10.01 AMENDMENT.** *These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a MAJORITY of the stock entitled to vote thereon, unless all the directors and all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.*

**SECTION 11.00 Registered OFFICE AND REGISTERED AGENT.** *The street address of its initial registered officer and the name of its registered agent is:*

**MARCELO CONSALVO  
3446 SW 8TH STREET SUITE #203  
MIAMI, FLORIDA 33135**

*I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said place By* *[Signature]*

*In Witness Whereof, we have hereunto set our hand and seal and acknowledged to be filed in the office of the Secretary of State  
The foregoing Certificate of Incorporation this*

*[Signature]*  
**INCORPORATOR**

REC'D  
FILED  
APR 11 1995  
NOTARY PUBLIC

**COUNTY OF DADE, STATE OF FLORIDA:** *I hereby certify that on this day before me, a Notary Public duly authorized in the state and country named above to take acknowledgements, personally appeared,*

*to be known to be the persons described as subscribers in and who executed the foregoing articles of incorporation, and acknowledged before me that they subscribed to those articles of incorporation.*

*Witness my hand and official seal in the country and state named above this 3RD day of APRIL of 1995.*

H9500000 3807

*Marie Stepon*  
**NOTARY PUBLIC**

**CHIEF NOTARY SEAL  
MARIE STEPON  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC60000  
MY COMMISSION EXP. AUG. 30, 1998**