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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: NORTH AMERICAN TOBACCO IMPORTERS CO. AUDIT NUMBER.....H96000017760 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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**NORTH AMERICAN TOBACCO IMPORTERS CO.**

**ARTICLE I**

**NAME**

The name of the Corporation shall be:

**NORTH AMERICAN TOBACCO IMPORTERS CO.**  
600 Ansin Blvd. Hallandale, Fl. 33009

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III**

**PURPOSE**

This Corporation is organized for the general purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue par Value common stock as described below, and none other.

Maximum Number of shares: 1,000

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration, having value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued.

Prepared by  
ARNOLD HECKER, ESQ.  
633 N.E. 167 Street #501  
North Miami Beach, Fl. 33162  
(305)654-9330  
FLA. BAR #0123438

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Such consideration may be in the form of cash, real property, tangible property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### ARTICLE V

##### PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The initial address of the registered office of this Corporation in the State of Florida shall be:

633 N.E. 167th Street #301, North Miami Beach, Florida 33162

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: ARNOLD HECKER

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## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-laws.

They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-laws. The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualifications of his successor:

NAME	ADDRESS
Robert Gielchinsky	600 Ansin Boulevard, Hallandale, Florida 33009

## ARTICLES VIII INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME	ADDRESS
Robert Gielchinsky	600 Ansin Boulevard, Hallandale, Florida 33009

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ARTICLE IX

MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

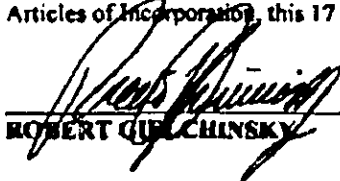
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law, and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of this Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency or notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 17 day of December, 1996.

  
ROBERT G. CHINSKY

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STATE OF FLORIDA }  
COUNTY OF BROWARD }

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BEFORE ME, A Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT GIELCHINSKY**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17 day of December, 1996.

Arnold Hecker  
NOTARY PUBLIC STATE OF FLORIDA

My commission expires:



OFFICIAL SEAL  
ARNOLD HECKER  
My Commission Expires  
Jan. 26, 1997  
Comm. No. 00 855301

The Undersigned hereby accepts designation as Registered Agent of the Corporation.

Arnold Hecker  
ARNOLD HECKER ESQUIRE

Phone: (305) 654-9330

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