

COSSIO & ASSOCIATES, P.A.
Law Offices

INTERCONTINENTAL BANK BUILDING
8003 SOUTHWEST 8TH STREET
SUITE 207
MIAMI, FLORIDA 33108

P96000017574

TELEPHONE: (305) 687-0100
FAX: (305) 687-2700

FILED
FEB 26 1996
TALLAHASSEE, FLORIDA

February 20th, 1996

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

500001728965
-02/26/96--01059--004
****122.50 ****122.50

Re: International Clear Corporation

Gentlemen/Madam:

Enclosed please find the Articles of Incorporation of the above-referenced corporation, including acknowledgement by Registered Agent.

I have also enclosed our check in the amount of \$122.50 to cover the related fees and receive a certified copy in this matter.

Very truly yours,

COSSIO & ASSOCIATES, P.A.



Julie Rodriguez
Legal Assistant

encl.

**ARTICLES OF INCORPORATION OF
INTERNATIONAL CIGAR CORPORATION**

I/WE, the undersigned natural person competent to contract acting as incorporator of corporation under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is:

INTERNATIONAL CIGAR CORPORATION

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is Ten Thousand Dollars (\$10,000.00), consisting of one million (1,000,000) shares of common stock, having a par value of One Cent (\$0.01) per share.

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99 FEB 26 AM 9:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of any kind, class or series, shall have the preemptive right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI
CORPORATE EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VII
PRINCIPAL OFFICE

The street address of the principal office of the corporation in the State of Florida is:

8751 West Broward Boulevard
Suite 100
Plantation, Florida 33324-2681

ARTICLE VIII
NUMBER OF DIRECTORS

The number of directors of the corporation shall be set from time to time by the by-laws, but shall be at least one (1).

ARTICLE IX

The names and street addresses of the members of the first board of directors of the corporation are as follows:

Robert DeLuca
8751 West Broward Boulevard
Suite 100
Plantation, Florida 33324-2681

ARTICLE X

SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation are:

Robert DeLuca
8751 West Broward Boulevard
Suite 100
Plantation, Florida 33324-2681

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this Corporation is City of Plantation, County of Broward, State of Florida, and the name of the initial registered agent of this Corporation at that address is:

Robert DeLuca
8751 West Broward Boulevard
Suite 100
Plantation, Florida 33324-2681

ARTICLE XII

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or

proceedings, whether civil, criminal, administrative or investigative (including one in the right of the corporation to procure a judgment in its favor) by reason of the fact that she, or her testator or intestate, is or was a director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation this 20th day of February, 1996.


ROBERT DELUCA

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

I HEREBY CERTIFY, that on this day before me, an officer duly authorized in the State of Florida to take acknowledgments, personally appeared **ROBERT DELUCA**, to me known to be the person described in and who executed the foregoing instrument, provided

Mr. [unclear] as identification and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of February, 1996.


NOTARY PUBLIC, State of Florida

My Commission Expires:



CONSUELO GONZALEZ
My Commission CC497014
Expires Oct. 28, 1999

ACKNOWLEDGEMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:


ROBERT DELUCA

FILED
96 FEB 26 AM 9:13
TALLAHASSEE, FLORIDA

LAW OFFICES
ENGLISH, McCAUGHAN & O'BRYAN, P.A.

100 NORTHEAST THIRD AVENUE, SUITE 1100
FORT LAUDERDALE, FLORIDA 33301-1148

MAILING ADDRESS:

P.O. BOX 14088

FORT LAUDERDALE, FLORIDA 33308-4088

TELEPHONE (305) 462-3300

FROM MIAMI (305) 341-1088

FACSIMILE (305) 763-2439

BOCA RATON OFFICE
100 SOUTHEAST FIFTH STREET
SUITE 405
BOCA RATON, FLORIDA 33432-0080

TELEPHONE (407) 381-8888
FACSIMILE (407) 381-8844

P960000 17574

May 6, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: International Cigar Corporation

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Amendment of International Cigar Corporation, a Florida corporation. Also enclosed please find a check in the amount of \$87.50 to cover the following costs:

\$35.00
\$52.50

Filing Fee
Certified Copy

000001819070
-05/13/96--01074--007
*****87.50 *****87.50

If the enclosed document meets with your approval, please file it with your Office and return a certified copy to the attention of the undersigned.

If you have any questions with regard to the enclosed, please feel free to contact the undersigned.

Very truly yours,

Debra H. Chrystie

Debra H. Chrystie
Corporate Paralegal

/dhc
Enclosures

APPROVED AND FILED
MAY 13 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 22 PM 12:10
APPROVED AND FILED
MAY 19 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
P96000096
Amended



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 17, 1996

ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
% DEBRA CHRYSTIE
P.O. BOX 14098
FT. LAUDERDALE, FL 33302-4098

SUBJECT: INTERNATIONAL CIGAR CORPORATION
Ref. Number: P96000017574

We have received your document for INTERNATIONAL CIGAR CORPORATION and your check(s) totalling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 396A00024594

SECRETARY OF STATE
MAY 22 1996
APPROVED AND FILED

**ARTICLES OF AMENDMENT OF
INTERNATIONAL CIGAR CORPORATION**

1. The name of the Corporation is INTERNATIONAL CIGAR CORPORATION (the "Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

3. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is: 5220 Northwest 72nd Avenue, #17, Miami, Florida 33166.

4. Article XI of the Articles of Incorporation Corporation is hereby amended to read as follows:

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5220 Northwest 72nd Avenue, #17, Miami, Florida 33166 and the Registered Agent of the Corporation at that address is Robert DeLuca.

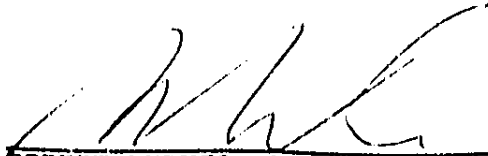
5. The foregoing amendments were unanimously adopted by the sole Director and Stockholder of the Corporation eligible to vote by a Written Consent signed by him on April 24, 1996, manifesting his intention that these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 MAY 22 2012 15

APPROVED
AND
FILED

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 24th day of April, 1996.



ROBERT DELUCA, President

APPROVED
AND
FILED

95 MAY 22 PM 12:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA