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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE COMPANY

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STATE HOUSE BUILDING 200

400 EAST GAINES STREET MIAMI FL 33136-8000

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NAME: NILE RIVER ENTERPRISES, INC.

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96 MAR -8 PM 2: 33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
NILE RIVER ENTERPRISES, INC.**

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56 MAR -8 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of twenty-one years or more, acting as Incorporators of a Corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of this corporation is Nile River Enterprises, Inc. It's address shall be :

850 No. Miami Avenue
Suite 509 W
Miami, Florida 33136

ARTICLE II

DURATION

This Corporation shall have a perpetual existence, unless discontinued by agreement of the board of directors, or dissolved by the Florida Secretary of State; and shall commence business upon issuance of a Corporate Charter.

Prepared by A. Zayas, Acct, 910 West Ave, M Bch 305 531-3690

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ARTICLE III

PURPOSES

The Corporation shall have unlimited power to engage in and do any lawful act concerning any or all lawful business for which corporations may be organized under this Act, including but not limited to:

- A: Management, ownership, and operation of retail and wholesale tobacco sales, manufacture, and distribution firms**
- B: Enter into any lawful arrangement for sharing profits, union interest, reciprocal association or cooperative association of any corporation, association, partnership, individual or other legal entity for the carrying on of any business.**
- C: Engage in the business activity of owning and leasing real estate and equipment, either as owner, partner, or under representation of another**
- D: Acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including, without limitations, any shares of stocks, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivision, agencies or instrumentalities thereof; to make payment therefore in any lawful manner or to issue in exchange therefore**

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its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

E: Do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this Corporation and to do said acts as fully and to the same extent as natural persons might or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

F: The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV

STOCK OWNERSHIP

The initial number of shares which this Corporation shall issue is 100 shares of \$ 10.00 per share value. The initial allocation of shares, and the percentage of

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corporate ownership shall be as follows:

Bushra A. Osman	50 shares	50% ownership
Alaoldin O. Shokat	50 shares	50% ownership

ARTICLE V

CAPITALIZATION

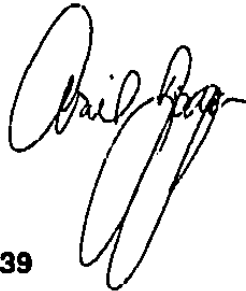
This Corporation will not commence business until consideration of a value of at least \$ 1,000.00 has been received for the issuance of shares.

ARTICLE VI

INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original registered agent at such address is:

Ariel Zayas
 910 West Avenue
 Suite 216
 Miami, Florida 33139



Registered agent accepts this designation by his signature above.

ARTICLE VII

DIRECTORS/INCORPORATORS

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The number of Directors constituting the initial Board of Directors of this Corporation is two. The name and address of the person who is to serve as Directors until the first annual meeting of stockholders or until his successors are elected and qualified is:

Bushra A. Osman President
850 No. Miami Avenue
Apartment 509 W
Miami, Florida 33136

Bushra Osman

Alaeldin O. Shokat
690 N. E. 61st Street
Miami, Florida 331337

Alaeldin O. Shokat

The members of this initial Board are also the original incorporators and subscribers to these articles of incorporation.

ARTICLE VII

CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend and rescind the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed, and new By-Laws made, by the stockholders.

ARTICLE VIII

COMMON DIRECTORS

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TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable, (a) because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or are part of a committee thereof which authorizes, approves or ratifies such contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes, approves or ratifies such contract or transaction.

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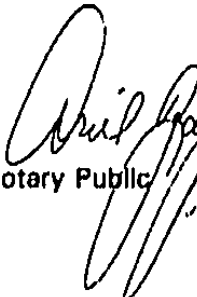
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STATE OF FLORIDA

COUNTY OF DADE

On the 8th day of March, 1996 personally appeared before me Bushra A. Osman and Alaeldin O. Shokat, the signers of the within Instrument, who are personally known to me, and who duly acknowledged that they executed the same.


Notary Public



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