

P96000035206

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
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(City, State, Zip) (Phone #)

OFFICE USE ONLY

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04/23/96--01102--029
*****70.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMCigars Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4-23-96
3:50 ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

RECEIVED
FILED
96 APR 23 PM 11:51 96 APR 23 PM 2:03
TALLAHASSEE, FLORIDA

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
EM CIGARS INC.**

FILED
96 APR 23 PM 2:03

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation is:

EM Cigars Inc.

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is c/o Rolando Sanchez-Medina Jr., 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE V

Capital Stock

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock each having \$.01 par value.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and the name of the initial registered agent of this corporation is Roland Sanchez-Medina Jr.

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is:

Roland Sanchez-Medina Jr.
701 Brickell Avenue - Suite 3000
Miami, Florida 33131-3209

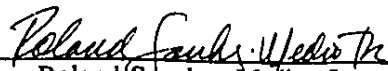
The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of the corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on April 10, 1996.



Roland Sanchez-Medina Jr.

**CERTIFICATE 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:

EM Cigars Inc. desiring to organize under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Roland Sanchez-Medina Jr. located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its agent to accept service of process within this state.

Roland Sanchez-Medina Jr.
Roland Sanchez-Medina Jr.
Incorporator

Dated: April 10, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I 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.

Roland Sanchez-Medina Jr.
Roland Sanchez-Medina Jr.
Registered Agent

Dated: April 10, 1996

MIA3-384170

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CLERK OF DISTRICT COURT
STATE OF FLORIDA