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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4001
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: ANNE MARIE LA FERLA
PHONE: (954) 527-6221 FAX #: (954) 764-4996

NAME: THE FALLS TOBACCONIST, INC.
AUDIT NUMBER.....H96000012989
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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TALLAHASSEE, FLORIDA

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RUDEN
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ARTICLES OF INCORPORATION
OF
THE FALLS TOBACCONIST, INC.

FILED
26 SEP 17 1996
ALLIANCE

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be:

The Falls Tobacconist, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office of this Corporation is 4850 Regency Court, Boca Raton, Florida 33434.

ARTICLE III
AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is c/o Smokers Gallery, 2356 East Sunrise Boulevard, Sunrise, Florida 33304, and the initial registered agent of this Corporation at that address shall be Joel Wolk.

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Prepared by:

John L. Shickman, Esq., FL Bar #0331678
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

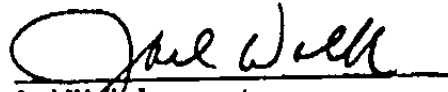
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**ARTICLE V
INCORPORATOR**

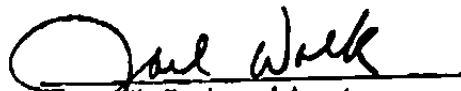
The name and street address of the person signing these Articles of Incorporation is:

Joel Wolk
4850 Regency Court
Boca Raton, Florida 33434

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 16th day of
September, 1996.


Joel Wolk, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.


Joel Wolk, Registered Agent

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TALLAHASSEE, FLORIDA

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Prepared by:

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