

96000078745

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96 SEP 23 AM 11:03  
DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)  
343 ALMERIA AVENUE

(Address)  
CORAL GABLES, FL 33134 -- (305) 445-2700

(City, State, Zip) (Phone #)

OFFICE USE ONLY

500001953625  
-09/23/96--01025--003  
\*\*\*\*700.00 \*\*\*\*\*70.00

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

1. EZ TOBACCO CO.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in  Pick up time 2:30

Mail out  Will wait  Photocopy  Certified Copy  Certificate of Status

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 23 PM 12:25

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

9-23-96  
Examiner's Initials WJW

**ARTICLES OF INCORPORATION  
OF  
EZ TOBACCO CO.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 23 PM 12:25

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **EZ TOBACCO CO.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 9375 Southwest 156 Place, Miami, Florida 33196 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Zuleyma L. Habeych and Eduardo J. Losa whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Zuleyma L. Habeych
Vice-President:	Eduardo J. Losa
Secretary:	Eduardo J. Losa
Treasurer:	Zuleyma L. Habeych

whose addresses shall be the same as the principal office of the Corporation.



## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Zuloyma L. Haboych  
Eduardo J. Loza

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



### **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or those Articles of Incorporation.

### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.



### ARTICLE 13 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

### ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 20 September 1996.

Zulyma V. Habsiyah  
Zulyma V. Habsiyah, Incorporator

Eduardo J. Lisa  
Eduardo J. Lisa, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 23 PM 12:25

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: [Signature]  
Lawrence J. Spiegel, President

11126C



P96000078745  
AMERICAN GENERAL LAWYER®

October 22, 1996

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

Re: EZ TOBACCO CO.  
DOCUMENT# P96000078745


Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

- |    |  |  |
|----|--|--|
| 1. | Current Corporate Address on File:               | New Corporate Address:                             |
|    | 9375 Southwest 156 Place<br>Miami, Florida 33196 | 10876 Southwest 24 Terrace<br>Miami, Florida 33165 |
| 2. | Current Mailing Address on File:                 | New Mailing Address:                               |
|    | 9375 Southwest 156 Place<br>Miami, Florida 33196 | Post Office Box 655030<br>Miami, Florida 33265     |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

  
Natania Utrera  
Attorney at Law

cc: Zuleyma L. Habeych

RECEIVED  
95 OCT 23 4:51  
DIVISION OF CORPORATIONS

P96 0000 78745

AMERILAWYER  
 (Requester's Name)  
 343 ALMERIA AVENUE  
 (Address)  
 CORAL GABLES, FL 33134 - (305) 445-2700  
 (City, State, Zip) (Phone #)

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 -10709796--01046--027  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

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

1. E2 Tobacco Co.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Wait in line  Pick up in person  Certified Mail  
 Mail out  Will wait  Photocopy  Certificate of Status

FILED  
 95 OCT -9 PM 2:31  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
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<input type="checkbox"/>	Other

*Amendment*  
 10/9/96  
*DL*

RECEIVED  
 96 OCT -9 AM 11:25  
 DIVISION OF CORPORATION

Examiner's Initials



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EZ TOBACCO CO.**

**FILED**  
96 OCT -9 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation of EZ TOBACCO CO. lists the officers as:

President:	Zuleyma L. Habeych
Vice President:	Eduardo J. Losa
Secretary:	Eduardo J. Losa
Treasurer:	Zuleyma L. Habeych

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** The Officers of the Corporation shall be changed to:

President:	Eduardo J. Losa
Vice President:	Zuleyma L. Habeych
Secretary:	Zuleyma L. Habeych
Treasurer:	Eduardo J. Losa

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** The date of the adoption of this amendment is the 8 October 1996.



**FOURTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**FIFTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 8 October 1996.

  
\_\_\_\_\_  
Zolbyme L. Halboych, Chairman of the Board of  
Directors

18433.am



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 14479, CORAL GABLES, FL 33114-4479

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AMERILAWYER®

(Requestor's Name)  
343 ALMERIA AVENUE  
(Address)  
CORAL GABLES, FL 33134 - (305) 445-2700  
(City, State, Zip) (Phone #)

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

FILED  
96 DEC -2 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. EZ Tobacco Co.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
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<input type="checkbox"/>	Other

*Handwritten signature and initials*

RECEIVED  
96 DEC -2 AM 10:52  
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
EZ TOBACCO CO.**

**FILED  
DEC - 2 1983  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Eduardo J. Losa
Vice-President:	Zuleyma L. Habeych
Secretary:	Zuleyma L. Habeych
Treasurer:	Eduardo J. Losa

whose addresses shall be the same as the principal address of the Corporation.

**SECOND:** Article 5 shall be amended to state:

President:	Eduardo J. Losa
Secretary:	Eduardo J. Losa
Treasurer:	Eduardo J. Losa

whose addresses shall be the same as the principal address of the Corporation.

**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Zuleyma L. Habeych  
Eduardo J. Losa



**FOURTH:** Article 6 shall be changed to state Director(s) as:

Eduardo J. Losa

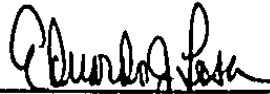
whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** The date of the adoption of this amendment is the 20 November 1996.

**SIXTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

**SEVENTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 20 November 1996.



\_\_\_\_\_  
Eduardo J. Losa, Chairman of the Board of Directors

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