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LAW OFFICES
SETH STOPEK, P.A.
FIRST UNION FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD • SUITE 2350
MIAMI, FLORIDA 33131

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FILED
97 FEB -3 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 31, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****122.50 ****122.50

Re: Biarritz Cigar Company
Our File No. 8044

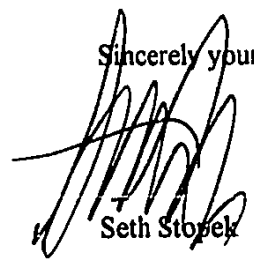
Gentlemen:

Enclosed herewith for filing you will find three executed copies of the Articles of Incorporation to the above corporation together with my check for the filing fee of \$122.50.

Please be so kind as to issue your certificate and return it to me as soon as possible.

Thank you.

Sincerely yours,



Seth Stopek

OK
2/4/97

SS:eb
Enclosures

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ARTICLES OF INCORPORATION

OF

BIARRITZ CIGAR COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

BIARRITZ CIGAR COMPANY

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VI

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

Professional Registered Agent Corporation
c/o Seth Stopek, P.A.
First Union Financial Center
200 South Biscayne Boulevard, Suite 2350
Miami, Florida 33131

ARTICLE VII

The mailing address of the corporation shall be:

740 North Greenway
Coral Gables, Florida 33134

Executed at Miami, Florida this 31st day of January, 1997.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By: 

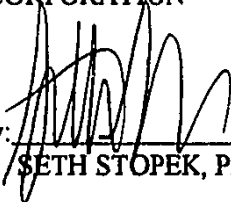
SETH STOPEK, President

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Biarritz Cigar Company, a Florida corporation, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 21st day of January, 1997.

PROFESSIONAL REGISTERED AGENT
CORPORATION

By: 

SETH STOPEK, President

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