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LAW OFFICES
MORGAN & HENDRICK

317 WHITEHEAD STREET
KEY WEST, FLORIDA

HUGH J. MORGAN
JAMES T. HENDRICK
RALF G. BROOKES
WAYNE LARUE SMITH

97 JUN 18 PM 2:19

W. CURRY HARRIS
(1907-1988)
HILARY U. ALBURY
(RETIRED)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 17, 1997

Via Federal Express

DATE

6-16-97

State of Florida
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation
Cuban Leaf Cigar Factory, Inc.

600002216066--1
-06/18/97-01077-015
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for Cuban Leaf Cigar Factory, Inc. to be filed in the records of the Division of Corporations. Also enclosed please find this firm's check in the amount of \$70.00 for the applicable filing fee.

Finally, I enclose a stamped addressed envelope for your convenience in returning the receipt for filing to me. Please contact me at (305) 296-5676 if you should have any questions regarding this request. I appreciate your assistance with this matter.

Sincerely,

Chia Miller

Chia Miller
Paralegal

cc: Wayne LaRue Smith, Esq.
Mr. Frank Fernandez

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BH
6/18/97

ARTICLES OF INCORPORATION
of
CUBAN LEAF CIGAR FACTORY, INC.

FILED
97 JUN 18 PM 2: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, being natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be **CUBAN LEAF CIGAR FACTORY, INC.**

EFFECTIVE DATE

6-16-97

SECOND: This corporation may engage in any activity or business permitted under the laws of the United States and under the State of Florida, and this corporation is authorized to conduct all such activities and business in the corporate name.

THIRD: The maximum shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Five Hundred (1,500) shares of voting common stock, each share having a par value of One Dollar (\$1.00).

FOURTH: The name and address of the undersigned subscriber to these Articles of Incorporation is as follows:

NAME

Frank Fernandez

ADDRESS

310 Duval Street
Key West, Florida 33040

FIFTH: This corporation shall have not less than one (1) nor more than seven (7) directors. The initial directors, who shall serve until the shareholders elect successor director or directors, are:

NAME**ADDRESS**

Frank Fernandez

310 Duval Street
Key West, Florida 33040

Adriana Dolabella

310 Duval Street
Key West, Florida 33040

Angel Garcia

310 Duval Street
Key West, Florida 33040

SIXTH: The street address of the initial registered office of this corporation is 317 Whitehead Street, Key West, Florida 33040, and the name of its Registered Agent is Wayne LaRue Smith.

SEVENTH: The principal office of the corporation shall be 310 Duval Street, Key West, Florida 33040.

EIGHTH: The duration of the corporation is perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

NINTH: These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed to these Articles of Incorporation, this 16 day of ~~April~~^{JUNE}, 1997.


FRANK FERNANDEZ

STATE OF FLORIDA)
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me this 16th day of June, 1997, by
Frank Fernandez (who is personally known to me OR who produced
as identification.



Linda I. Perez
NOTARY PUBLIC - State of Florida

Linda I. Perez
Print Name

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

97 JUN 18 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

FIRST: That **CUBAN LEAF CIGAR FACTORY, INC.**, desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation,
at 310 Duval Street, City of Key West, County of Monroe, State of Florida, has named Wayne
LaRue Smith whose address is 317 Whitehead Street, City of Key West, County of Monroe, State
of Florida, as its Agent to accept service of process within this State.


DATED: April 16, 1997.

JUNE
10


Frank Fernandez

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the
place designated in this certificate, I HEREBY ACCEPT to act in this capacity, and agree to
comply with the provisions of said Act relative to keeping open said office.


Wayne LaRue Smith
Registered Agent