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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-04/28/99--01072--006

*****35.00 *****35.00

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

1. CIGAR BY MARIO, INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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 checked="" 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

4-28-99

DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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Examiner's Initials cc

Lorn Leitman, Esquire

Telephone (305)279-8943
Fax (305) 271-6161

ATTORNEY AT LAW
7700 North Kendall Drive, Suite 415
Miami, Florida 33156

April 27, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment: Cigars By Mario, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above referenced company.

If you should have any questions, please feel free to contact me.

Sincerely yours,



Lorn Leitman, Esq.

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MAY 11 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

99 APR 28 PM 1:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cigars By Mario, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicated article number(s) being amended, added or deleted)

Article VI - The number of directors constituting the initial board of directors of the corporation is TWO (2). The name and address of the persons/persons who are to serve as initial board are:

Mario Sirulnik - President 11612 N. Kendall Drive
Miami, FL 33176.

Lorn Leitman - Director 8120 SW 86 Terrace
Miami, FL 33156

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Mario Sirulnik 100% owner of said stock effective January 1, 1999.

THIRD: The date of each amendment's adoption: January 1, 1999.

FOURTH: Adoption of Amendment(s) (check one)

 1. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

 2. The amendment was approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment(s) was sufficient for approval by _____
(voting group)

 X 3. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

 4. The amendment was adopted by the incorporates without shareholder action and shareholder action was not required.

Signed this day 27 of April , 19 99 .

Signature this day _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By director if adopted by the directors)

OR

(By an incorporate if adopted by the incorporates)



Lorn Leitman

Director