

Swann, Hadley & Milhausen, P.A.
Attorneys and Counselors at Law
P99000085982

Reply To:

Pervie P. Swann (1897-1984)

P. Raul Alvarez, Jr.
Stuart P. Buchanan
Peter F. Carr, Jr.
Ralph V. Hadley, III
Thomas H. Justice, III
Jeffrey P. Milhausen
Kimberly M. Reid
Mark H. Ruff
Richard R. Swann
Todd W. Watson
Griffith J. Winthrop, III

Winter Park Office

24 September, 1999

Winter Park Office:
1031 West Morse Boulevard
Suite 270
Winter Park, Florida 32789
Telephone (407) 647-2777
Fax (407) 647-2157

Kissimmee Office:
2710 North Orange Blossom Trail
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Telephone (407) 944-4333
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Of Counsel:
L. Pharr Abner

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: TABACOS De La CORDILLERA (U.S.), INC

Dear Sir or Madam:

I enclose the following:

1. Executed original and one copy of Articles of Incorporation including Acceptance of Registered Agent Designated in Articles; and
2. Our check in the amount of \$70.00 in payment of:
 - a. Profit corporation filing fee \$35.00
 - b. Registered Agent designation \$35.00

Please file the enclosed Articles and return a stamped copy to this office.

Sincerely yours,

Ralph V. Hadley, III
RALPH V. HADLEY, III

FILED
90 SEP 27 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RVH,III/pn

Enclosures

CB
9-29-99
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ARTICLES OF INCORPORATION
OF
TABACOS De La CORDILLERA (U.S.), INC.

FILED
99 SEP 27 AM 8:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **Tabacos De La Cordillera (U.S.), Inc.**

The address of the principal office of this corporation shall be: 1031 West Morse Boulevard, Suite 290, Winter Park, Florida, 32789, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be, 1031 West Morse Boulevard, Suite 270, Winter Park, Florida, 32789, and the name of the initial registered agent of the corporation at that address is Ralph V. Hadley, III.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Filippo Guani	President
Tracey Klein	Vice-President
Santina Guani	Secretary

1031 West Morse Boulevard Boulevard, Suite 290, Winter Park, Florida, 32789.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Donald E. Brown, Trustee, 1031 West Morse Boulevard, Suite 270, Winter Park, Florida, 32789.

IN WITNESS WHEREOF, the undersigned being the sole subscriber to these Articles of Incorporation, does hereby make and file the Articles of Incorporation, and certifies that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 24th day of September, 1999.

Donald E. Brown, Trustee
Donald E. Brown, Trustee

STATE OF FLORIDA]
COUNTY OF ORANGE]

SWORN TO AND SUBSCRIBED before me this 24th day of September, 1999, by Donald E. Brown who is/is not personally known to me.

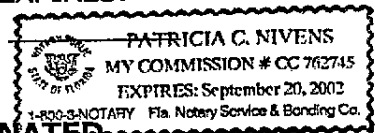
TYPE OF IDENTIFICATION PRODUCED: Personally known

NOTARY PUBLIC

(Sign) Patricia C. Nivens

(Print) Patricia C. Nivens

STATE OF FLORIDA AT LARGE (SEAL)
MY COMMISSION EXPIRES:
COMMISSION NO.



99 SEP 27 AM 8:56
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Ralph V. Hadley, III, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505, Florida Statutes.

Ralph V. Hadley, III
RALPH V. HADLEY, III