

FILED

96 MAR 25 PM 4:08

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

DECO, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1400 North 29th Court
Hollywood, Florida 33020

ARTICLE III NATURE OF BUSINESS

This corporation may engage in 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 IV SHARES

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Miriam Mercado
1400 N. 29th Court
Hollywood, Florida 33020

ARTICLE V INCORPORATOR(S)

All name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The name(s) and street address(es) of the initial member(s) of the Board of Directors are:

Miriam Mercado, 1400 N. 29th Court, Hollywood, Fl. 33020

Nancy C. Bishop, 2819 Cleveland St., Hollywood, Fl. 33020

ARTICLE VI OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Miriam Mercado, Pres./Sec./Treas.
1400 N. 29th Court
Hollywood, Florida 33020

Nancy C. Bishop
2819 Cleveland St.
Hollywood, Fl. 33020

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Miriam Mercado, Pres./Sec./Treas., 1400 N. 29th Court
Hollywood, Florida 33020

Nancy C. Bishop, V.P./, 2819 Cleveland Street
Hollywood, Florida 33020

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 1st day of Feb. 1996.

Miriam Mercado, Pres./Sec./Treas.
Signature

Nancy C. Bishop, V.P.
Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

FILED

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CERTIFICATE OF DESIGNATION OF SECRETARY OF STATE
REGISTERED AGENT/REGISTERED OFFICE/TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

DECO, INC.

2. The name and address of the registered agent and office
is:

Miriam Mercado
1400 N. 29th Court
Hollywood, Florida 33020

Having been named as registered agent and to accept service
of process for the above stated corporation at the place
designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of
all statutes relating to the proper and complete performance
of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Miriam Mercado
(Signature)

Feb. 1, 1996
(Date)

P96000027997

Devo Inc.
Requestor's Name
Real Florida Realty, Inc.
Address
228 N. Andrews Ave.
Ft. Lauderdale, FL 33301
City/State/Zip Phone #

Office Use Only

FILED
97 FEB 18 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

954-524-4962

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

- ☐ Certified Copy
☐ Certificate of Status
AUTHORIZATION BY PHONE TO
add day of adopt. delete
CORRECT "Initial" art VIII
DATE 2/24
DOC. EXAM. 25

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

900002090799--5
-02/18/97--01097--002
*****35.00 *****35.00

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Amended & Restated Art.

VS FEB 25 1997

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DECO, INC.
A FLORIDA CORPORATION**

FILED
97 FEB 18 PM 3:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation shall be DECO, INC. The principal office address and mailing address of the Corporation is 1400 N. 29th Court, Hollywood, Florida 33020.

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 Corporation is authorized to issue 20,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Miriam Mercado
1400 N. 29th Court
Hollywood, Florida 33020

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OPT OUT OF 607.0901 AND 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporate Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The Corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court or competent jurisdiction.

ARTICLE VIII. OFFICERS

The names and addresses of the ~~initial~~ officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Robert Bennett Lees, President
110 Wood Lane
Del Ray Beach, Florida 33444

Miriam Mercado, Secretary/Treasurer
1400 N. 29th Court
Hollywood, Florida 33020

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 15 day of February, 1997, which is sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed the Amended and Restated Articles of Incorporation this 15th day of February, 1997.

DECO, INC.

Miriam Mercado

Miriam Mercado, President

P96000027997

~~DECO, Inc.~~ MIRIAM MARCHAND 954.521.4762

DECO, Inc.
1400 N. 29th Court
Hollywood FL 33020

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment NC
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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97 MAR 18 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 3/24

FILED

97 MAR 18 AM 6:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DECO, INC.
A FLORIDA CORPORATION**

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation shall be changed from DECO, INC. to ZALDIVA CIGARZ, INC. The principal office address and mailing address of the Corporation is 1508 S.E. THIRD AVENUE, FT. LAUDERDALE, FL. 33316.

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 Corporation is authorized to issue 20,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation, and the street address of the initial registered office is as follows:

Miriam Mercado
1400 N. 29th Court
Hollywood, Florida 33020

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OPT OUT OF 607.0901 AND 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporate Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The Corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court or competent jurisdiction.

ARTICLE VIII. OFFICERS

The names and addresses of the officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Robert Bennett Lees, President
110 Wood Lane
Del Ray Beach, Florida 33444

Miriam Mercado, Secretary/Treasurer
1400 N. 29th Court
Hollywood, Florida 33020

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 11th day of March, 1997, which is sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed the Amended and Restated Articles of Incorporation this 11th day of March, 1997.

DECO, INC.

Miriam Mercado, Sec./Treas.
Miriam Mercado, Secretary/Treasurer

P96000027997

Requestor's Name

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Feed EXX. USA Airbill

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From

3-21-97

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Office Use Only

Florida Mercantile, Inc.

754 524-4962

ER(S), (if known):

DECCO INC.

1400 N 29TH CT

HOLLYWOOD

FL 33020

ment #)

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer, Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/12/97 - 7 PM 1:15

APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1997

MIRIAM MERCADO
1400 N 29TH COURT
HOLLYWOOD, FL 33020

SUBJECT: ZALDIVA CIGARZ, INC.
Ref. Number: P96000027997

We have received your document for ZALDIVA CIGARZ, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 097A00015797

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ST APR -7 PM 1:15

APPROVED
AND
FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ZALDIVA CIGARZ, INC.
A FLORIDA CORPORATION**

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation shall be ZALDIVA CIGARZ, INC. The principal office address and mailing address of the Corporation is 1508 S.E. THIRD AVENUE, FT. LAUDERDALE, FL. 33316.

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 Corporation is authorized to issue 20,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office is as follows:

Esq. Ira Marcus
Atlas, Pearlman, Troup & Borkson, P.A.
200 E. Las Olas Blvd., Suite 1900
Fort Lauderdale, FL 33301

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OPT OUT OF 607.0901 AND 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporate Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

APPROVED
FILED
97 APR -7
SECRETARY
TALLAHASSEE
FLORIDA

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The Corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court or competent jurisdiction.

ARTICLE VIII. OFFICERS

The names and addresses of the officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Miriam Mercado, President/Secretary/Treasurer
1400 N. 29th Court
Hollywood, Florida 33020

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 21th day of March, 1997, which is sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed the Amended and Restated Articles of Incorporation this 21th day of March, 1997.

Zaldiva Cigarz, Inc.

Miriam Mercado
Miriam Mercado, President

APPROVED
AND
FILED
97 MAR -7 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA