

**RODRIGUEZ LANGSTADT & AGUERO**

Attorneys at Law

A Partnership of Professional Associations

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P970000019420

January 23, 1998

Division of Corporations  
FLORIDA DEPARTMENT OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

Via U.S. Certified Return Receipt Mail

RE: SOSA FAMILY CIGARS, CORP.  
**First Amended Articles of Incorporation**

800002432628--4  
-02/17/98--01046--004  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Dear Sir or Madame:

Enclosed please find the First Amended Articles of Incorporation for the above-referenced corporation and our check for \$52.50 to cover the filing fee and the cost of a certified copy to be returned to us my mail.

Sincerely,

Minervino Rodriguez, Jr., Esq.

Enclosures: As Listed Above

pc: Sosa Family Cigars, Corp.

c: office/wpwin/wpdocs/buslaw.let/sosa.123

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 AM 8:19

RECEIVED  
98 JAN 26 AM 10:10  
DIVISION OF CORPORATIONS

CORAPAMNRS

Amend & Rest.  
2-16-98  
CC

**RODRIGUEZ LANGSTADT & AGUERO**

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February 10, 1998

Ms. Cheryl Coulliette  
Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Sosa Family Cigars, Corp.

Dear Ms. Coulliette:

In furtherance of today's conversation, I have enclosed an original and one copy of the first page of the Amended and Restated Articles.

Sincerely,

Minervino Rodriguez, Jr., Esq.



**RODRIGUEZ LANGSTADT & AGUERO**

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February 3, 1998

Ms. Cheryl Coulliette  
Document Specialist  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

RE: Your Letter No. 898A00004755; Sosa Family Cigars, Corp.

Dear Ms. Coulliette:

Thank you for your letter of January 28, 1998. In response thereto please note the following:

1. The word "initial" is used in connection with the directors and officers because they were the individuals originally designated at the time of incorporation.
2. It is our intent to amend all the articles and thereby "restate" the Articles of Incorporation.
3. We do not require a certified copy from you.

I have returned your letter and the attachments thereto for filing. I trust that I have satisfactorily answered your questions and that all is in order. Please allow me to express my sincere gratitude for the time you have taken to assure that the document is appropriate for filing.

If, after reviewing my responses to your inquiries, you believe that modifications are required to the document, please let me know so that I may accomplish same.

Sincerely,

  
Minervino Rodriguez, Jr., Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 28, 1998

RODRIGUEZ LANGSTADT & AGUERO  
MINERCINO RODRIGUEZ  
815 PONCE DE LEON BLVD.  
CORAL GABLES, FL 33134

We have received your document for SOSA FAMILY CIGARS, CORP. . However, the enclosed document has not been filed and is being returned to you for the following reason(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 specify which article number you are amending, adding, or deleting.

Are you amending all articles? If not please only put the ones you are amending. If you need a certified copy back you need to send us \$35.00 for a filing fee, see attached schedual of fees.

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 (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 898A00004755

*Kept copy of doc.*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SOSA FAMILY CIGARS, CORP.**

FILED STATE  
SECRETARY OF CORPORATIONS  
98 FEB 16 AM 8:19

The undersigned, being the sole incorporator, subscriber, stockholder and director of Sosa Family Cigars, Corp., a Florida corporation duly formed and effective as of March 01, 1997 under document number P97000019420, for the purpose of Amending the Articles of Incorporation under the Florida Business Corporate Act, hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation shall be SOSA FAMILY CIGARS, CORP.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 628 S. W. 22nd Avenue, Miami, Florida 33135.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is March 01, 1997.

**ARTICLE IV - PURPOSE**

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida, including, but not limited to, the manufacture and sale of cigars and cigar related goods, apparel and services.

**ARTICLE V - CAPITAL STOCK**

The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares which may be fractional. The stock shall be known as common stock and shall have a \$ 0.01 par value per share. The initial shareholder shall be Mr. Juan B. Sosa, who shall own one hundred percent (100%) of the common stock of this corporation.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The Initial Registered Agent shall be Mr. Juan B. Sosa and the address of the Initial Registered Agent is 628 SW 22 Avenue, Miami, Florida 33135. The Certificate of Designation of Registered Agent and Registered Office was placed of record with the Department of State, State of Florida, on March 03, 1997 and is hereby ratified and incorporated herein by this reference.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the Initial Director is Mr. Juan B. Sosa, 628 S W 22nd Avenue, Miami, Florida 33135.

**ARTICLE VIII - INITIAL OFFICERS**

The initial officers of the corporation shall be as follows:

President - Mr. Juan B. Sosa

Vice President - Mr. Arturo B. Sosa

Secretary - Mrs. Nelda Sosa

Treasurer - Mr. Juan Sosa, Jr.

**ARTICLE IX - INCORPORATORS**

The name and address of the person signing these First Amended Articles of Incorporation is Mr. Juan B. Sosa, 628 SW 22nd Avenue, Miami, Florida 33135.

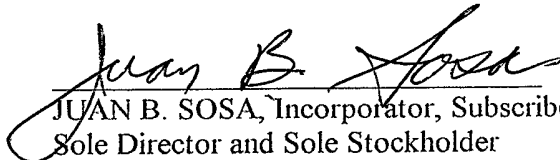
**ARTICLE X - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in its Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders the subject to this reservation.

**ARTICLE XI - PREEMPTIVE RIGHTS**

The shareholders of this corporation shall have preemptive rights. The shareholders of this corporation shall have the right to maintain their fixed percentage ownership in the corporation by purchasing their proportionate share of any new stock issued.

IN WITNESS WHEREOF, the undersigned incorporator and subscriber has executed these Articles of Incorporation this 22nd day of January, 1998.

  
JUAN B. SOSA, Incorporator, Subscriber,  
Sole Director and Sole Stockholder