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ACCOUNT NO. : 072100000032

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4326591

AUTHORIZATION

Patricia Pijet

COST LIMIT : \$ 87.50

FILED
97 JAN 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 14, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 220898-005

CUSTOMER NO: 4326591

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CUSTOMER: Jackson Boggs, Esq
Fowler White Gillen Boggs
501 East Kennedy Boulevard
Suite 1700
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: M & N CIGAR MANUFACTURERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

N. HENDRICKS: 97 JAN 14 11:04:17
RECEIVED
97 JAN 14 11:04:17
UNITED STATES DEPARTMENT OF COMMERCE

AMENDMENT TO ARTICLES OF INCORPORATION
OF

M & N CIGAR MANUFACTURERS, INC.

FILED
97 JAN 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation of M & N CIGAR MANUFACTURERS, INC. were filed with and approved by the Secretary of state of the State of Florida on the 30th day of January, 1959; and

WHEREAS, Amendments to the Articles of Incorporation of M & N CIGAR MANUFACTURERS, INC. were filed with and approved by the Secretary of State of the State of Florida on January 24, 1964, February 18, 1986 and September 29, 1992; and

WHEREAS, it is the intention of all of the directors and all of the stockholders of M & N CIGAR MANUFACTURERS, INC. that the Articles of Incorporation of M & N CIGAR MANUFACTURERS, INC. be amended, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment was approved and adopted by all of the directors of M & N CIGAR MANUFACTURERS, INC. pursuant to the provisions of Florida Statutes, Section 607.0821, on the 23rd day of December, 1996; and

WHEREAS, the proposed amendment was approved and adopted by all of the stockholders comprising the only voting group of stockholders of M & N CIGAR MANUFACTURERS, INC., pursuant to the provisions of Florida Statutes, Section 607.0704, on the 23rd day of December, 1996; and

WHEREAS, the approval of the Secretary of State of the State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of M & N CIGAR MANUFACTURERS, INC. are hereby amended, by deleting in its entirety the present Article III and by substituting therefor the following, to-wit:

"ARTICLE III

1. Authorized Capital.

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of 700,000 shares of common capital stock having a par value of \$.01 per share.

(b) With respect to the 700,000 shares of common capital stock, 7,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and 693,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the

Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable. There shall be no cumulative voting in the election of directors.

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of M & N CIGAR MANUFACTURERS, INC., by its President and Secretary this 23rd day of December, 1996.

M & N CIGAR MANUFACTURERS, INC.

By: Eric M. Newman
Eric M. Newman, President

By: Robert E. Purvis
Robert E. Purvis, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of December, 1996, by ERIC M. NEWMAN and ROBERT E. PURVIS, President and Secretary respectively, of M & N CIGAR MANUFACTURERS, INC., a Florida professional service, who are personally known to me or who have produced _____ as identification.

Lynda A. Rhea
LYNDA A. RHEA
Print Name

Notary Public

My Commission Expires:

