

F010000001047

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Alliance Tobacco Corp.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

2/22/01

M-5.

Order#: 3587452

Ref#: _____

Amount: \$ _____

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01 FEB 22 PM 3:02
TALLAHASSEE FLORIDA
SECRETARY OF STATE

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

4000003747944--7
-02/22/01--01097--008
*****70.00 *****70.00

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See Attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See Attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

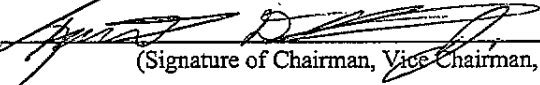
Address: _____

Treasurer: _____

Address: _____

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TALLAHASSEE FLORIDA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Kenneth D. Catron, Jr.

(Typed or printed name and capacity of person signing application)

**SCHEDULE OF DIRECTORS AND OFFICERS OF
ALLIANCE TOBACCO CORP.**

Brian Cooper
232 Parkers Mill Road
Somerset, KY 42501

President/Treasurer
Director

Kenneth D. Catron, Jr.
232 Parkers Mill Road
Somerset, KY 42501

Secretary
Director

Jorge Rodriguez
5316 Southwest 151 Place
Miami, FL 33185

Vice President
Director

[Misc Alliance Tobacco Officers]

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TALLAHASSEE FLORIDA



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TALLAHASSEE FLORIDA

**John Y. Brown III
Secretary of State**

Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ALLIANCE TOBACCO CORP.

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is April 16, 1999 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 13th day of February, 2001.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

LLawrence/0472704