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(Address)

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(City/State/Zip/Phone #)

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RECEIVED
03 MAY 27 AM 11:14
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK

FILED
03 MAY 27 PM 12:45
STATE
TALLAHASSEE, FLORIDA

CT CORPORATION

May 27, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
03 MAY 27 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 5858378 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Nothing Butt Cigarettes, Inc. (NV)
Qualification
Florida

Please return a good standing certificate and a certified copy along with regular evidence.

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at
(850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

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

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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.

FILED
MAY 27 PM 12:45
TALLAHASSEE, FLORIDA

1. NOTHING BUTT CIGARETTES, INC.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEVADA

(State or country under the law of which it is incorporated)

3. 680551237

(FEI number, if applicable)

4. APRIL 29, 2003

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4782 N POWERLINE ROAD, POMPANO BEACH, FL 33073

(Principal office address)

SAME

(Current mailing address)

8. cigarette sales

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road,

Plantation, _____, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

James A. Bordonaro
Assistant Secretary

By: _____

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Girsham Tilak

Address: 5456 NW 122ND DRIVE

Coral Springs, FL 33076

Vice President: Rennard Sugrim

Address: 5046 NW 112TH WAY

Coral Springs, FL 33076

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. [Signature]

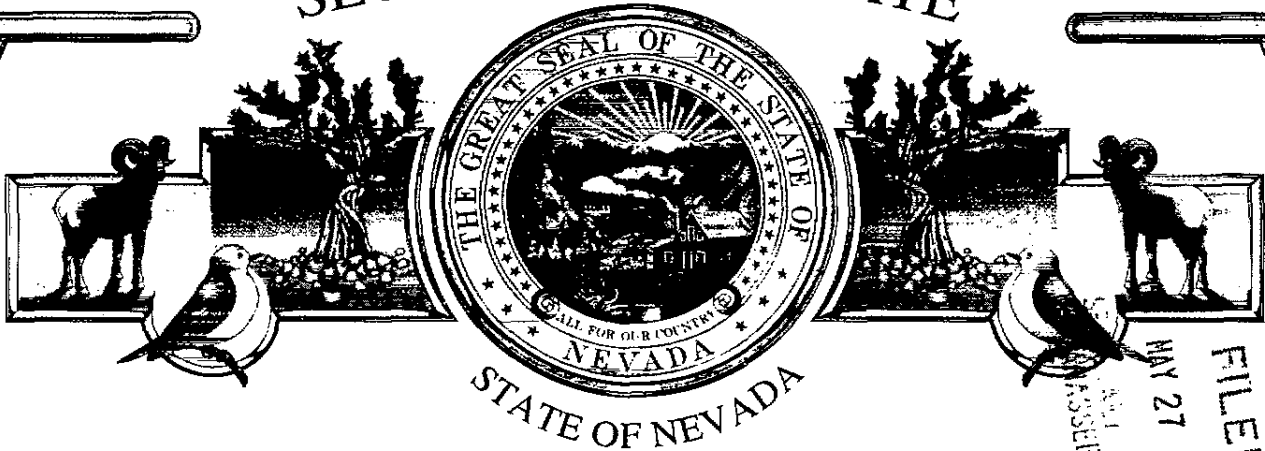
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Girsham Tilak, President

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

FILED
03 MAY 27 PM 12:45
STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

FILED
MAY 27 PM 12:45
CLERK OF THE COURT
JASSEL FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NOTHING BUTT CIGARETTES, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **April 29, 2003**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **April 29, 2003**.

DEAN HELLER
Secretary of State

By

Certification Clerk