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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

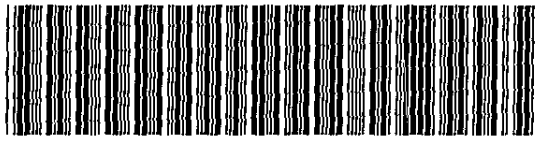
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**TROUTMAN SANDERS LLP**

ATTORNEYS AT LAW  
A LIMITED LIABILITY PARTNERSHIP

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Direct Dial: 804-697-1285  
Direct Fax: 804-698-6032  
File No.: 027186.000001

August 28, 2003

**By UPS Overnight**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**Re: North Atlantic Cigarette Company, Inc. –  
Certificate of Authority to Do Business**

Dear Sir/Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business for North Atlantic Cigarette Company, Inc along with my firm's check in the amount of \$87.50 for the filing fee, Certificate of Status and Certified Copy. Please mail the Certificate of Status and Certified Copy to the following address:

Katherine J. Carpenter, Esq.  
Troutman Sanders LLP  
1111 East Main Street, 19th Floor  
P.O. Box 1122  
Richmond, Virginia 23218-1122

Please call me at (804) 697-1285 if you have any questions.

Sincerely yours,



Katherine J. Carpenter, Esq.

Enclosures  
#1187134

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** North Atlantic Cigarette Company, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Katherine J. Carpenter, Esq.  
(Name of Person)  
Troutman Sanders LLP  
(Firm/Company)  
1111 E. Main Street, 19th FL  
P. O. Box 1122  
(Address)  
Richmond, VA 23218-1122  
(City/State and Zip code)

For further information concerning this matter, please call:

Katherine J. Carpenter, Esq at ( 804 ) 697-1285  
(Name of Person) (Area Code & Daytime Telephone Number)

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**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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.

1. North Atlantic Cigarette Company, 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. Delaware (State or country under the law of which it is incorporated) 3. 11-3686023 (FEI number, if applicable)

4. 4/10/03 (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. 3029 West Muhammad Ali Boulevard, Louisville, KY 40212 (Principal office address)

3029 West Muhammad Ali Boulevard, Louisville, KY 40212 (Current mailing address)

8. Sale of cigarettes (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: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324 (City) (Zip code)

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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.

[Signature] ANUSHA PULIY VP + ASST. SEC. (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: \_\_\_\_\_

Director: ~~Vice Chairman~~ Thomas F. Helms, Jr. ---  
Address: 257 Park Avenue, South  
New York, NY 10010

Director: David I. Brunson ---  
Address: 257 Park Avenue, South  
New York, NY 10010

Director: \_\_\_\_\_  
Address: \_\_\_\_\_

B. OFFICERS

President: Thomas F. Helms, Jr. ---  
Address: 256 Park Avenue, South  
New York, NY 10010

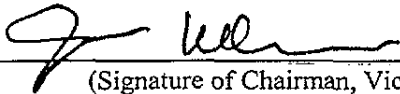
Vice President: \_\_\_\_\_  
Address: \_\_\_\_\_

Secretary: James W. Dobbins ---  
Address: 257 Park Avenue, South, New York, NY 10010

Treasurer: David I. Brunson ---  
Address: 257 Park Avenue, South, New York, NY 10010

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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. James W. Dobbins, Secretary ---  
(Typed or printed name and capacity of person signing application)

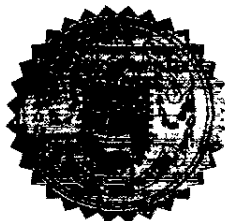
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NORTH ATLANTIC CIGARETTE COMPANY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF AUGUST, A.D. 2003.

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DIVISION OF CORPORATIONS  
03 AUG 29 AM 8:51



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2579076

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030525662

DATE: 08-12-03