

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0101 FAX

800-342-8086

E960000001624

CSC networks
PRESTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032
REFERENCE : 896405 5031813
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : * 122.50

ORDER DATE : March 26, 1996

ORDER TIME : 9:36 AM

ORDER NO. : 896405

CUSTOMER NO: 5031813

CUSTOMER: Adam Gottbetter, Esq
Kaplan & Gottbetter
630 Third Avenue

New York, NY 10017

FILED
96 APR -1 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5000

FOREIGN FILINGS

NAME: CONQUISTADOR CIGAR COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

RECEIVED
96 APR -1 AM 11:06
DIVISION OF CORPORATION
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. CONQUISTADOR CIGAR COMPANY
(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. Applied for
(FEI number, if applicable)
4. March 28, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 2600 SW 3rd Avenue
Miami, FL 33129
(Current mailing address)
8. Licensing and distributing of cigars and related products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(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.

Corporation Service Company
By: Deborah D. Skipper
(Registered agent's signature)
Its Agent, Deborah D. Skipper

Date: 4-1-96

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.

FILED
APR - 1 PM 12:27
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Abraham Shafir

Address: 2205 Meridian Avenue

Miami Beach, FL 33139

Vice Chairman: _____

Address: _____

Director: Rudy Roig

Address: 1610 South Bayshore Drive

Coconut Grove, FL 33133

Director: _____

Address: _____

B. OFFICERS

President: Abraham Shafir

Address: 2205 Meridian Avenue

Miami Beach, FL 33139

Vice President: _____

Address: _____

Secretary: Rudy Roig

Address: 1610 South Bayshore Drive

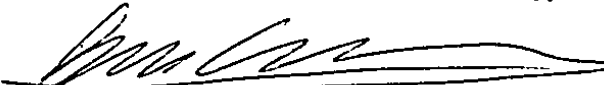
Coconut Grove, FL 33133

Treasurer: _____

Address: _____

FILED
96 APR - 1 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

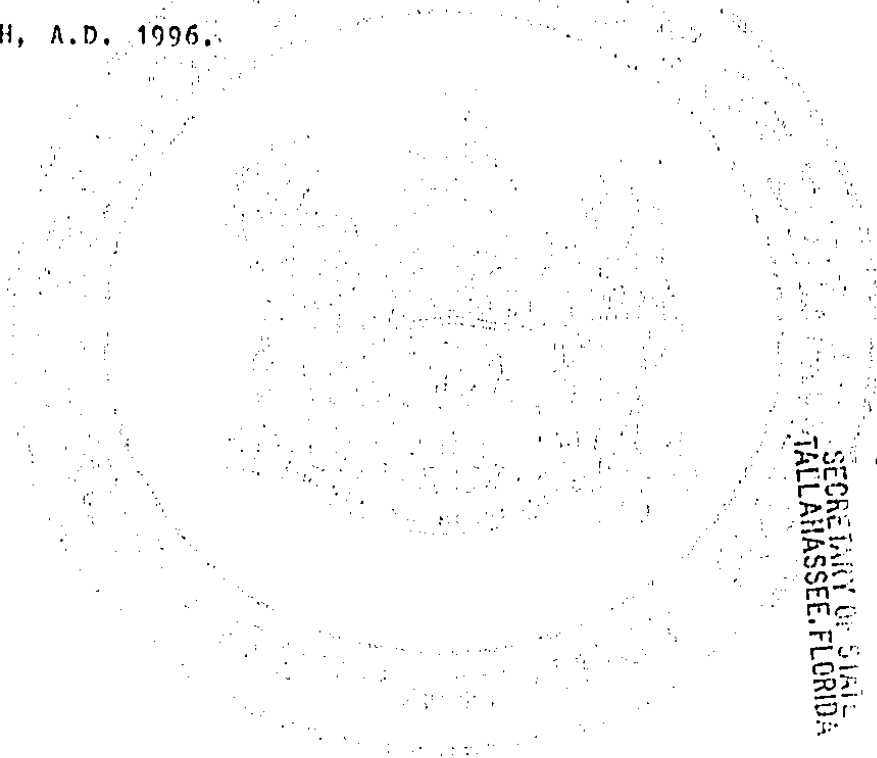
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Abraham Shafir, President
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONQUISTADOR CIGAR COMPANY" 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 TWENTY-THIRD DAY OF MARCH, A.D. 1996.



FILED
96 APR -1 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2606894 8300

960091627

AUTHENTICATION: 7887989

DATE: 03-29-96

1201 HAYS STREET
TALLAHASSEE, FL 32310-0007
800-42-0080
F96000001624



PRESTIDENCE
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 036572 5018925

AUTHORIZATION :

COST LIMIT : \$ 131.25

Patricia P. Pitt

96.25

FILED
56 JUL 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 30, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 036572

CUSTOMER NO: 5018925

CUSTOMER: Adam S. Gottbetter, Esq
Kaplan & Gottbetter
630 3rd Ave.

300001908848

New York, NY 10017

FOREIGN FILINGS

NAME: CONQUISTADOR CIGAR COMPANY

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

*NC
CRG
7/30*

Title

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CONQUISTADOR CIGAR COMPANY", CHANGING ITS NAME FROM "CONQUISTADOR CIGAR COMPANY" TO "TAMBORIL CIGAR COMPANY", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

2606894 8100

960175340

AUTHENTICATION: 7988899

DATE: 06-17-96

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
CONQUISTADOR CIGAR COMPANY**

It is hereby certified that:

1. The name of the corporation (hereinafter referred to as the "Corporation") is
Conquistador Cigar Company
2. The certificate of incorporation of the Corporation is hereby amended by striking out
Article 1 thereof and by substituting in lieu of said Article the following new Article:

 "FIRST: The name of the corporation (hereinafter called the "corporation") is
 Tamboril Cigar Company"
3. The amendment of the certificate of incorporation herein certified has been duly
adopted in accordance with the provisions of Section 228 and 242 of the General Corporation
Law of the State of Delaware. Prompt written notice of the adoption of the amendment herein
certified has been given to those stockholders who have not been consented in writing thereto, as
provided in Section 228 of the General Corporation Law of the State of Delaware.

Signed on June 13, 1996



By: Adam S. Gottbetter
Title: Assistant Secretary

F96000001624

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Illys Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

200002110177-12
03/11/97-01103-019
*****35.00 *****35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tamboril Cigar Company F96-1624
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 3/11/97 ☐ Certified Copy ☐ Certificate of Status
- ☐ Mail out ☐ Will wait ☐ Photocopy

FILED
97 MAR 11 PM 12:45
TALLAHASSEE, FLORIDA
STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 MAR 11 AM 10:57
DIVISION OF CORPORATION

N. HENDRICKS MAR 11 1997

Examiner's Initials

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA

RECEIVED
FEB 11 PM 12:45
TAMPA, FLORIDA

SECTION I (1-3 must be completed)

1. TAMBORILL CIGAR COMPANY
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: April 1, 1997

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

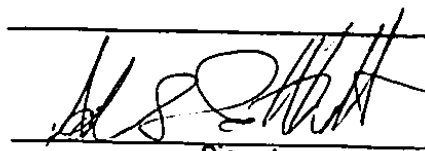
January 9, 1997

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated", or appropriate abbreviation, if not contained in new name of the corporation:

TAMBORILL CIGAR INTERNATIONAL, INC.

6. If the amendment changes the period of duration, indicate new period of duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction



Signature
Name and Title
Adam S. Gottbetter
Assistant Secretary

2-25-97

Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "TAMBORIL CIGAR COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "TAMBORIL CIGAR INTERNATIONAL, INC.", THE NINTH DAY OF JANUARY, A.D. 1997, AT 3 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2606894 8320

971067072

AUTHENTICATION:

8352754

DATE:

02-28-97