

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. PREMIUM TOBACCO STORES, 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. California
(State or country under the law of which it is incorporated)
3. 68-0365674
(FEI number, if applicable)
4. September 26, 1995
(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 817.156, F.S.))
7. 4457 Park Road, Benicia, California 95410

(Current mailing address)
8. retail sales
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Naseem A. Conde
(Registered agent's signature) **WASEEM A. CONDE**
SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

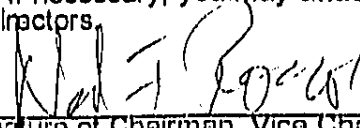
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 18 PM 12:23

Treasurer: _____

Address: _____

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. Ned F. Rouse, Vice President _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 18 PM 12:23

Officers

<u>Name</u>	<u>Office</u>	<u>Address</u>	<u>Date Term Expires</u>
Mark Baldwin	President	4457 Park Road Benicia, Ca. 94510	Indefinite
John F. Roscoe	Vice-President	4457 Park Road Benicia, Ca. 94510	Indefinite
Ned F. Roscoe	Vice-President	4457 Park Road Benicia, Ca. 94510	Indefinite
Sally J. Baldwin	Vice-President, Treasurer/ Chief Financial Officer	4457 Park Road Benicia, Ca. 94510	Indefinite
Jeremy S. Chapman	Vice-President Assistant Secretary	4457 Park Road Benicia, Ca. 94510	Indefinite
Marilyn J. Roscoe	Secretary	4457 Park Road Benicia, Ca. 94510	Indefinite
Steven J. Cramer	Assistant Secretary	One Kaiser Plaza, Suite 550, Oakland, CA. 94636-3629	Indefinite
Dan McDonough	Regional Vice President	10073 S. 76th Ave., Bridgeview, IL 60455	Indefinite
Zola C. Ford	Assistant Secretary	1838 E. Charleston Blvd., Las Vegas, NV 89104	Indefinite

FILED
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
SEP 18 PM 12:23

Directors

<u>Name</u>	<u>Address</u>	<u>Date Term Expires</u>
John F. Roscoe	4457 Park Road Benicia, Ca. 94510	Indefinite
Marilyn J. Roscoe	4457 Park Road Benicia, Ca. 94510	Indefinite
Ned F. Roscoe	4457 Park Road Benicia, Ca. 94510	Indefinite
Sally J. Baldwin	4457 Park Road Benicia, Ca. 94510	Indefinite
Mark Baldwin	4457 Park Road Benicia, Ca. 94510	Indefinite
William Davidson	4457 Park Road Benicia, Ca. 94510	Indefinite

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 26th day of September, 1996

PREMIUM TOBACCO STORES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 18 8:12:23

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

September 16, 1996



Bill Jones

Secretary of State