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100 HAYS STREET  
NEW YORK, NY 10001  
212-222-0393 FAX



ACCOUNT NO. : 072100000032  
REFERENCE : 125775 5018925  
AUTHORIZATION : Patricia Pyatt  
COST LIMIT : \$ 70.00

ORDER DATE : October 18, 1996

ORDER TIME : 11:30 AM

ORDER NO. : 125775-005

CUSTOMER NO: 5018925

000001983310--2

CUSTOMER: August C. Venturini, Esq  
Kaplan & Gottbetter  
630 3rd Ave.

New York, NY 10017

FOREIGN FILINGS

NAME: DIVERSIFIED TOBACCO COMPANY

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 22 PM 2:36  
RECEIVED  
96 OCT 22 PM 1:20  
DIVISION OF CORPORATION

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

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

1. Diversified Tobacco 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 3. Applied for  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 10, 1996 5. Perpetual  
(Date of incorporation) (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 617.155, F.S.)

7. 2600 SW 3rd Avenue, 1st Floor,  
Miami, FL 33129  
(Current mailing address)

8. Distribution 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.

By: [Signature]  
(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.

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

A. DIRECTORS

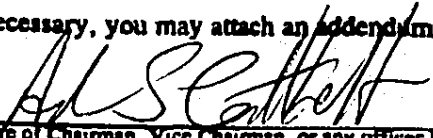
Chairman: Abraham Shafir  
Address: 2205 Meridian Avenue  
Miami Beach, FL 33139  
Vice Chairman: \_\_\_\_\_  
Address: \_\_\_\_\_  
Director: Thomas Knudson  
Address: 511 Leadville Avenue N  
Ketchum, ID 83340  
Director: Anthony Markofsky  
Address: 1105 Pin Oak Street  
Hollywood, FL 33019

B. OFFICERS

President: Abraham Shafir  
Address: 2205 Meridian Avenue  
Miami Beach, FL 33139  
Vice President: Thomas Knudson  
Address: 511 Leadville Avenue N  
Ketchum, ID 83340  
Secretary: Anthony Markofsky  
Address: 1105 Pin Oak Street  
Hollywood, FL 33019  
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. Adam S. Gottbetter, Assistant Secretary  
(Typed or printed name and capacity of person signing application)

**ADDENDUM TO APPLICATION**

**12B. OFFICERS**

**Assistant Secretary: Adam S. Gottbetter**

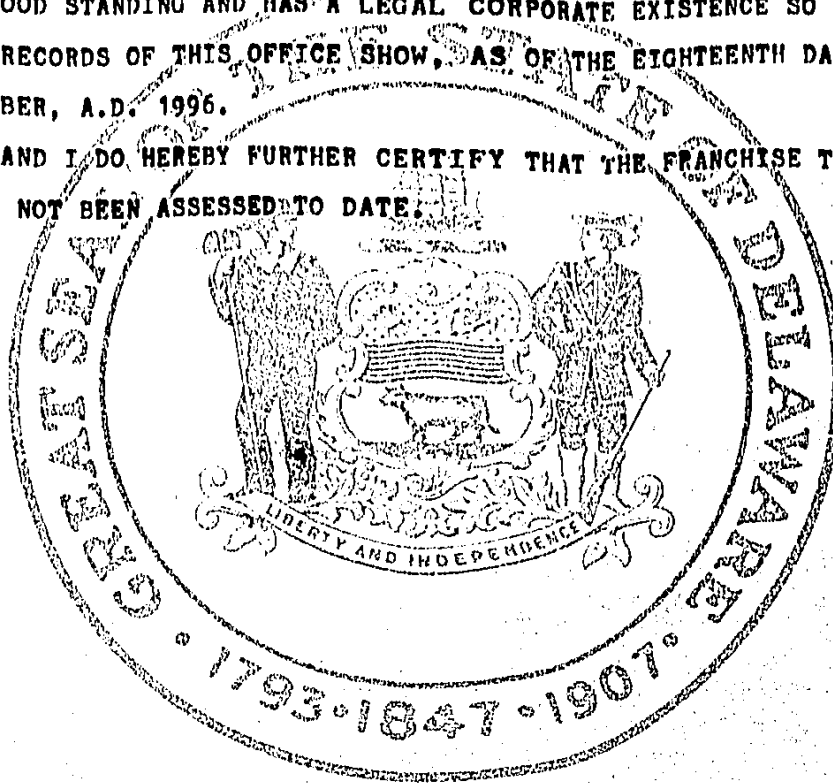
**Address: Kaplan & Gottbetter  
630 Third Avenue, 23rd Fl.  
New York, New York 10017**

State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIVERSIFIED TOBACCO 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 EIGHTEENTH DAY OF OCTOBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8153272

DATE: 10-18-96