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(Business Entity Name)

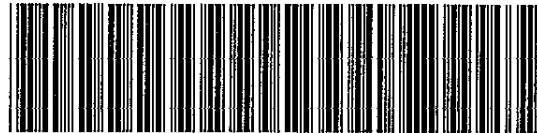
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WOTITZKY, WOTITZKY, ROSS, GOLDMAN, STURGES & TUTTLE, P.A.

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REAL ESTATE LAWYER

**FL SUPREME COURT
CERTIFIED CIRCUIT CIVIL
& FAMILY MEDIATOR

***FL BAR BOARD CERTIFIED
CITY, COUNTY AND LOCAL
GOVERNMENT LAWYER

****FL SUPREME COURT
CERTIFIED CIRCUIT CIVIL
MEDIATOR

February 4, 2003

Via Federal Express

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Organization of Harbor Smokes, LLC

Dear Sir or Madam:

Enclosed please find the original Articles of Organization and Acceptance of Registered Agent for filing. Also enclosed please find our firm check in the amount of \$160.00 itemized as follows:

Filing Fee for Articles of Organization	\$ 100.00
Designation of Registered Agent	25.00
Certified copy	30.00
Certificate of Status	<u>5.00</u>
TOTAL DUE:	\$ 160.00

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Please mail and fax a confirmation regarding the filing of the Articles of Organization.

Thank you for your attention to this matter.

Sincerely,

WOTITZKY, WOTITZKY, ROSS
& GOLDMAN, P.A.

By:


Ernest W. Sturges, Jr., Esq.

EWS/ji
Enclosure

ESTABLISHED 1940

**ARTICLES OF ORGANIZATION
OF
HARBOR SMOKES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **HARBOR SMOKES, LLC**.

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is **2150-2 Tamiami Trail, Port Charlotte, FL 33948**.

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the Operating Agreement.

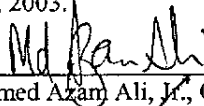
ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is **Ernest W. Sturges, Jr., 18501 Murdock Circle, Suite 501, Port Charlotte, FL 33948**.

ARTICLE V -- MANAGEMENT

The company shall be managed by the members in accordance with the operating agreement adopted by the members for the management of the business and affairs of the company. The operating agreement may contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these articles of organization at Punta Gorda, Charlotte County, Florida, on this 29 day of January, 2003.



Mohammed Azam Ali, Jr., Organizer

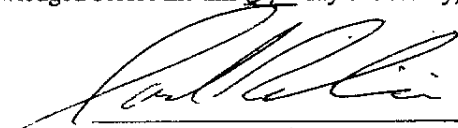
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STATE OF: Florida
COUNTY OF: Charlotte

The foregoing instrument was acknowledged before me this 29 day of January, 2003 by Mohammad Azam Ali, who is personally known to me.



Paul R. Pawlicki
Commission # DD122770
Expires June 5, 2006
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC
PAUL R. PAWLICKI

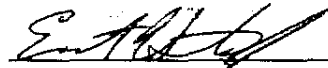
Printed Name of Notary

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated professional service corporation and limited liability company at the place designed in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent, as provided for in Chapter 621, Florida Statutes.

REGISTERED AGENT:

Ernest W. Sturges, Jr.
18501 Murdock Circle, Suite 501
Port Charlotte, FL 33948



Ernest W. Sturges, Jr.

Dated: 02-04-03

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