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TALLAHASSEE, FLORIDA

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April 2, 2007

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Randolph Woodworking, LLC

Dear Sir or Madam:

Please find enclosed original Articles of Organization for filing with the State of Florida.

Also, I have enclosed our check in the amount of \$125.00 to cover the costs of filing same. Once this limited liability company has been filed, please be so kind as to forward a time/date stamped copy to our office in the return envelope enclosed.

Should you need anything further to complete this matter, please contact our office. Thank you for your assistance.

Very truly yours,



Adriana L. Acocella  
Legal Assistant

/ala

Encs.

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2007 APR -5 P 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
FOR  
RANDOLPH WOODWORKING, LLC  
A FLORIDA LIMITED LIABILITY COMPANY  
(FS §608.401)

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be RANDOLPH WOODWORKING, LLC. The mailing address and street address of the principal office of the LLC is as follows: 3165 SE Slater Street, Stuart, FL 34997.

2. Duration/Continuation. The period of this company's duration shall be 99 years, unless terminated by the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership or a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

3. Purposes. The purposes for which this company is being formed are the following:

- a. to engage in any activities for business permitted for this company under the laws in the State of Florida.
- b. Other specific purposes, specifically including cigar and cigar related sales.

4. Registered Agent and Office. The name and address of the initial registered agent and office for this company are as follows: MALCOLM RANDOLPH, 3165 SE Slater Street, Stuart, FL 34997.

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application for such new Member, in the manner set forth in the Bylaws of this Company.

6. Management of Company. The business of the Company shall be managed by a Manager or Managers who shall be elected annually by the Members of the company in the manner prescribed by and provided in the regulations of the company. Such Manager or Managers shall also hold the offices and have the responsibilities accorded to them by the Members and more particularly described in the Operating Agreement entered into between the Members of such Manager(s). All of the foregoing to be governed by Florida Statute 608.422.

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TALLAHASSEE FLORIDA

The name and address of the Managers are as follows:

MALCOLM RANDOLPH  
3165 SE Slater Street  
Stuart, FL 34997

Such Managers shall serve in such capacity until the first annual meeting of the Members until their successors are elected and qualify.

7. Amendment to Regulations. The power to adopt, alter, amend or repeal the Regulations of this company shall be vested in the members/managers of the company.

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.


9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. (Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

10. Informal Action by Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records).

11. Transferability of Member's Interest. An interest of a member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member otherwise would be entitled.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal  
this 2 day of April, 2007.

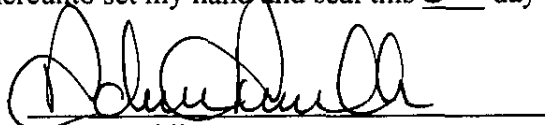
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STATE  
FLORIDA

  
MALCOLM RANDOLPH,  
Manager/Member

STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, the undersigned authority, personally appeared MALCOLM RANDOLPH, to me known to be the persons who executed the foregoing Articles of Organization and acknowledged to and before me that they executed such instrument.


IN WITNESS WHEREOF I have hereunto set my hand and seal this 2<sup>nd</sup> day of April, 2007.

  
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of RANDOLPH WOODWORKING, LLC.

DATED this 2<sup>nd</sup> day of April, 2007.

  
MALCOLM RANDOLPH  
Registered Agent



Adrienne L. Acosta  
My Commission #0204783  
Expires April 21, 2007

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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