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FLORIDA LIMITED LIABILITY CO.
Real City Cigars LLC

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**ARTICLES OF ORGANIZATION
OF
REAL CITY CIGARS LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **REAL CITY CIGARS LLC** (the "Company").

**ARTICLE II
ADDRESS**

The principal and mailing address of the Company is 1216 Placetas Avenue, Coral Gables, FL 33146.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The Company designates 1216 Placetas Avenue, Coral Gables, FL 33146 as the street address of the initial registered office of the Company and names Jessica Espinosa as the Company's initial registered agent at that address to accept service of process within this state.

**ARTICLE IV
DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

**ARTICLE V
MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. The name and address of the initial Manager is:

Erik D. Espinosa, 1216 Placetas Avenue, Coral Gables, FL 33146

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ARTICLE VI
PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida including activities within the United States and abroad.

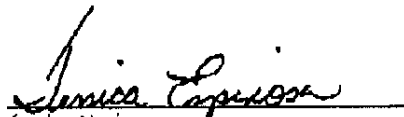
ARTICLE VII
ADDITIONAL MEMBERS

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE VIII
OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 21st day of November, 2011.

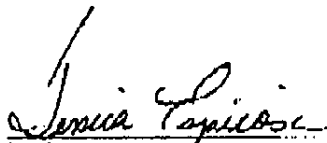

Jessica Espinosa,
Duly Authorized Representative of the
Member(s)

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for **REAL CITY CIGARS LLC** to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 21st day of November, 2011.


Jessica Espinosa

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