

L99000006172
ATKINSON, DINER, STONE, MANKUTA & PLOUCHA, P.A.
ATTORNEYS AT LAW

WILSON C. ATKINSON, III
JESSE H. DINER
ADELE I. STONE*
DAVID B. MANKUTA
LAWRENCE M. PLOUCHA
EDWARD HEILBRONNER**
BERNARD C. PESTCOE
RICHARD B. SABRA
KIMBERLY HALL DOYLE
MARGARET Z. VILLELLA
MARK B. MILROT
HOWARD ALLEN COHEN*
BARRY S. SCHINDER
SIMONE P. FIRLEY

POST OFFICE DRAWER 222088
HOLLYWOOD, FLORIDA 33022-2088

1946 TYLER STREET
HOLLYWOOD, FLORIDA 33020

TELEPHONE (954) 925-5501
MIAMI (305) 944-1882
BOCA RATON (561) 429-3882
TELEFAX (954) 920-2711

* BOARD CERTIFIED IN REAL ESTATE
** BOARD CERTIFIED IN TAXATION

Certified Mail - Return Receipt Requested

September 23, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002998330--1
-09/27/99--01167--002
****293.75 ****293.75

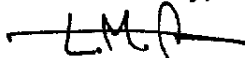
Re: American Thrust Tobacco, L.L.C.

To Whom It May Concern:

Enclosed are an original and one copy of Articles of Organization and Affidavit of Capital Contributions for the above-captioned limited liability company. Also enclosed is a check in the amount of \$293.75 to cover the filing fee, registered agent designation fee and the certified copy fee. Please send to me a certified copy of the filed Articles of Organization.

If you have any questions, please do not hesitate to call me.

Sincerely,



L.M. Ploucha

LMP:sy

Enclosures

cc: Ronald D. Finkelstein, C.P.A. (w/encl.)

L99-6172

Name L.M. Ploucha
Availability 9-29

Document OK
From OK
Date OK
By OK
OK

ARTICLES OF ORGANIZATION
OF
AMERICAN THRUST TOBACCO, L.L.C.

ARTICLE I

NAME OF COMPANY

The name of this limited liability company shall be: AMERICAN THRUST TOBACCO, L.L.C. (the "Company").

ARTICLE II

ADDRESS

The mailing and street address of the Company's principal office is:

65 Brunswick Suite #115
Dollard-Des-Ormeaux
Quebec, H9B 2N4

ARTICLE III

DURATION

The period of the Company's duration shall be perpetual.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

L.M. PLOUCHA, ESQUIRE
c/o Atkinson, Diner, Stone,
Mankuta & Ploucha, P.A.
1946 Tyler Street
Hollywood, Florida 33020

FILED
RECORDED
1999 07 17 10:01

ARTICLE V

ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VI

CONTINUATION OF BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member in the Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VII

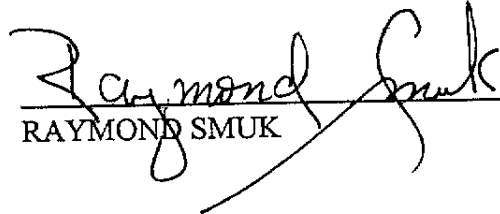
MANAGEMENT OF THE COMPANY

The Company is to be managed by a manager. The name and address of the manager is as follows:

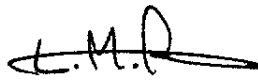
RAYMOND SMUK
65 Brunswick Suite #115
Dollard-Des-Ormeaux
Quebec, H9B 2N4

FILED
OCT 27 PM 5:00
MONTREAL QUEBEC

THE UNDERSIGNED, a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.


RAYMOND SMUK

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.


L.M. PLOUCHA

FILED
27 SEP 27 PM 5:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the members of AMERICAN THRUST TOBACCO, L.L.C. (the "Company"), declare that the capital contributions of all the members of the Company are as follows:

1. The members listed below have made capital contributions in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
RAYMOND SMUK	\$ <u>15,000</u> -
9065-2314 QUEBEC INC.	\$ <u>15,000</u> -

2. It is anticipated that the members listed below will make capital contributions in the future in the following amounts:

<u>Name of Member</u>	<u>Amount of Contribution</u>
RAYMOND SMUK	\$ <u>20,000</u> -
9065-2314 QUEBEC INC.	\$ <u>20,000</u> -

Dated: 21 Sept 1999

Raymond Smuk
RAYMOND SMUK
9065-2314 QUEBEC, INC.,
a Canadian corporation
By: Raymond Smuk
President

FILED
SEP 27 1999
130 120 800

CANADA
PROVINCE OF QUEBEC
DISTRICT OF Montreal

Solemnly affirmed to, before me at Montreal this 21st day of September 1999.



Mary Manitta
Commissioner of Oaths
District of Montreal
My Commission Expires: November 2000
Commission No.: 36382

FILED
09 SEP 27 PM 5:09
9 0917887 10001100