

NO1000006038

Florida Department of State

Division of Corporations

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Account Number : I20010000114
Phone : (813) 223-1535
Fax Number : (813) 223-3070**FILED**
01 AUG 23 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FLORIDA NON-PROFIT CORPORATION****Oltra, Inc.**

Certificate of Status	1
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W-19626

B. McKnight AUG 23 2001

**ARTICLES OF INCORPORATION
OF
OLTRA, INC.**

(In compliance with the Florida Not For Profit Corporation Act)

ARTICLE I - NAME

The name of this corporation shall be:

OLTRA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of this corporation is:

201 N. Franklin Street
Suite 2700
Tampa, Florida 33602

ARTICLE III - PURPOSE

The purpose for which this corporation is organized:

This corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code (the "Code"), or the corresponding section of any future tax code, the purpose of which is to promote the common interests of its members, to improve and advance the business conditions of the online tobacco industry, to work for the enactment and/or repeal of laws to advance the common interests of the online tobacco industry, and not to engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE IV - NO PECUNIARY PROFITS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

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ARTICLE V - ACTIVITIES

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VI - DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - MANNER OF ELECTION OF DIRECTORS

Except as otherwise required by law, directors of this corporation shall be elected or appointed in the manner provided in the Bylaws of this corporation.

ARTICLE VIII - INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
David M. Schifino	201 N. Franklin Street, Suite 2700 Tampa, Florida 33602
Gary E. Kirschner	201 N. Franklin Street, Suite 2700 Tampa, Florida 33602
Richard Burns	201 N. Franklin Street, Suite 2700 Tampa, Florida 33602

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ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:


Lina Angelici, Esq.
Schifino & Fleischer, P.A.
201 North Franklin Street, Suite 2700
Tampa, Florida 33602

ARTICLE X - INCORPORATOR

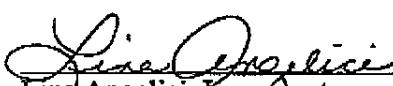
The name and address of the Incorporator is:

Lina Angelici, Esq.
Schifino & Fleischer, P.A.
201 North Franklin Street, Suite 2700
Tampa, Florida 33602

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

By: 
Lina Angelici, Registered Agent

August 22, 2001

By: 
Lina Angelici, Incorporator

August 22, 2001

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