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ARTICLES OF INCORPORATION
OF
MARYJANE CIGARETTE CO., INC.

FILED
99 DEC 27 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME & ADDRESS

The name of the corporation shall be:

MARYJANE CIGARETTE CO., INC.

The address of the principal office of this corporation shall be 2315 N.W. 107 Avenue, Box 66, Suite B-15, Miami, Florida 32172, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

EFFECTIVE DATE

12-20-99

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7320 Griffin Road, Suite 212, Davie, Florida 33314 and the name of the initial registered agent of the corporation at that address is Raymond J. Skelton.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually. As allowed by §607.0203 of Florida Statutes, this Corporation's existence shall commence four (4) days prior to the date these articles are filed with the Florida Department of State.

ARTICLE VI. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of the shareholders. The business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. There shall be no Directors of this corporation.

ARTICLE VII. AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Shareholders, and any right conferred upon the shareholders is subject to this amendment.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator as well as the initial shareholder that the corporation's common stock will qualify as 'small business stock' under Internal Revenue Code §1244, as amended from time to time, and that the shareholders shall take all actions necessary to obtain and maintain the corporation's status as an S corporation under §§1261 & 1262 of the Internal Revenue Code, as amended from time to time.

ARTICLE IX. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights; i.e. every shareholder shall have the right of first refusal to purchase his or her pro-rata share of any newly issued stock of the same kind, class, or series that such shareholder currently holds at the same price that it is offered to others.

ARTICLE X. INCORPORATOR

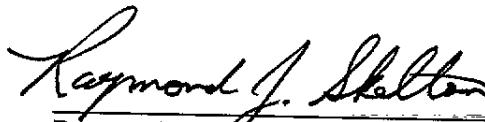
The name and street address of the incorporator to these Articles of Incorporation is:

Law Offices of Raymond J. Skelton, P.A.

7320 Griffin Road, Suite 212

Davie, Florida 33314

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of December, 1999.

A handwritten signature in cursive script that reads "Raymond J. Skelton". The signature is written in dark ink and is positioned above a horizontal line.

Raymond J. Skelton, Its Agent,
Incorporator

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ACCEPTANCE OF REGISTERED AGENT

I, RAYMOND J. SKELTON

the under signed, having been designated as Registered Agent in the above and foregoing Articles of Incorporation of

MARYJANE CIGARETTE CO., INC.

do hereby accept such designation and agree to comply with the laws of the State of Florida relative thereto.

By: RAYMOND J. SKELTON


Registered Agent

7320 Griffin Road, Suite 212
Davie, FL 33114