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ACCOUNT NO. : 072100000032

REFERENCE : 627038 11013A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : March 16, 2000

ORDER TIME : 10:49 AM

ORDER NO. : 627038-005

200003172222-4

CUSTOMER NO: 11013A

CUSTOMER: Andrew M. Parish, Esquire
ANDREW M. PARISH, ESQ.
ANDREW M. PARISH, ESQ.
Suite 930
100 West Cypress Creek Road
Fort Lauderdale, FL 33309

DOMESTIC FILING

NAME: TOBACCO & CANDY INTERNATIONAL,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 AM 11:27

RECEIVED
00 MAR 16 AM 11:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

ARTICLES OF INCORPORATION

OF

TOBACCO & CANDY INTERNATIONAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 AM 11:27

ARTICLE I

NAME

The name of this Corporation is Tobacco & Candy International, Inc.

ARTICLE II

DURATION

The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock having a par value of ten dollars (\$10.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 2305 NW 107th Avenue, Unit B-55, Miami, FL 33172, and the initial registered agent of this Corporation at such office shall be Gitano Bryant who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office for service of process.

ARTICLE VI

PLACE OF BUSINESS

The principal place of business of this Corporation shall be 2305 N.W. 107th Avenue, Unit B-55, Miami, Florida 33172, and the mailing address of this Corporation shall be 2305 N.W. 107th Avenue, Unit B-55, Miami, Florida 33172.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased or diminished from time to time by vote of the stockholders, but in no case shall the number of directors be fewer than one (1). The name and address of the director constituting the initial Board of Directors is:

Name	Address
Gitano Bryant	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
Jose Miguel Norona	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
John Alexander	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
Ernesto Erdmann	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172

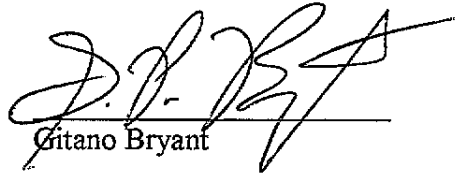
ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
Gitano Bryant	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
Jose Miguel Norona	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
John Alexander	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172
Ernesto Erdmann	2305 NW 107 th Avenue, Unit B-55, Miami, FL 33172

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 15 day of March, 2000

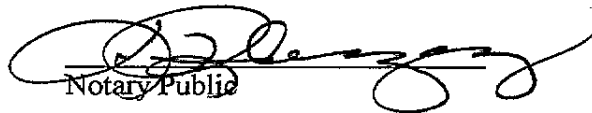

Gitano Bryant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 AM 11:27

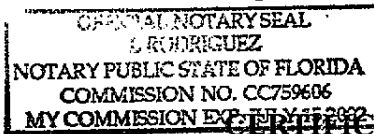
STATE OF FLORIDA)
 Dade)
COUNTY OF ~~BROWARD~~)

SS:

The foregoing Articles of Incorporation of Tobacco & Candy International, Inc., were
acknowledged before me this 15 day of March, 2000, by Gitano Bryant, Incorporator.


Notary Public

My Commission Expires:



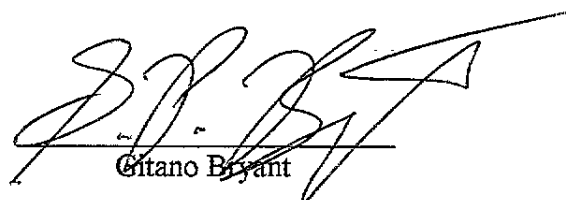
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF
PROCESS WITHIN FLORIDA**

Pursuant to Florida Statutes §48.091, Tobacco & Candy International, Inc., desiring to
organize under the laws of the State of Florida, hereby designates Gitano Bryant, 2305 NW 107th
Avenue, Unit B-55, Miami, FL 33172, as its registered agent to accept service of process within
the State of Florida.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Tobacco & Candy International, Inc.,
at the place designated above in the Articles of Incorporation, Gitano Bryant agrees to act in this
capacity and agrees to comply with the provisions of Florida Statutes §48.091.

Date: March 15, 2000


Gitano Bryant