

Charter Number Only

**PO000028121**

V A L U A T I O N O N L Y

Requestor's Name  
A.P. Walter, JR.  
 Address  
300 ARAGON AVE #370  
Coral Gables, FL 33134.  
 City State ZIP Phone

900003175159--8  
 -03/20/00--01006--023  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Las Aromas Cigar, Corporation

**FILED**  
 00 MAR 20 AM 9:50  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**Empire Toll Free: 1-800-432-3028**

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |

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FILED  
00 MAR 20 AM 9:50  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION OF**  
**LAS AROMAS CIGAR, CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a natural person over the age of eighteen (18) years, competent to contract, hereby presents these Articles for the formation of a corporation: under the laws of the State of Florida.

**ARTICLE I**

The name of the Corporation is: LAS AROMAS CIGAR, CORPORATION

**ARTICLE II**  
**NATURE OF BUSINESS**

Any and all legal purposes permitted under the laws of the State of Florida and of the United States of America.

**ARTICLE III**  
**STOCK SHARES**

The maximum number of shares of stock with a nominal or par value that this Corporation is authorized to have outstanding at any time, together with the distinguishing characters of each, into which same are divided, and the par value of shares of stock, other than shares which have no par value of shares of stock, are as follows: five hundred (500) one dollar (\$1.00) par value shares and each share having equal rights, privileges and voting power.

The total authorized capital stock of this Corporation is five hundred shares divided into shares at the par value of one (\$1.00) each. The amount of capital with which this Corporation will begin business is five hundred dollars (\$500.00). Shares of stock of this Corporation shall be paid for in cash at a valuation to be fixed by the

affirmative vote of the majority of the Board of Directors but may be paid for by property, labor or services whenever the Board of Directors so authorizes by unanimous consent.

#### **ARTICLE IV TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE V PRINCIPAL PLACE OF BUSINESS**

The initial principal office of this Corporation is to be located at:

7270 N.W. 12<sup>TH</sup> STREET, #381  
MIAMI, FLORIDA 33126

#### **ARTICLE VI DIRECTORS**

The number of directors of this Corporation is one (1) initially, but may be increased according to the by-laws adopted by the shareholders.

#### **ARTICLE VII INITIAL DIRECTORS**

The name and street address of the first Board of Directors and Incorporator who, subject to the provision of these Articles of Incorporation, the Corporate by-laws and laws of Florida, shall hold office for the first year of this Corporation's existence or until their successor(s) is elected and has qualified, is as follows:

PRES/SECT/TRES/DIR:  
Incorporator

DAVID DE WINDT  
7270 N.W. 12<sup>TH</sup> STREET, #381  
MIAMI, FLORIDA 33126

#### **ARTICLE VIII AMENDMENTS**

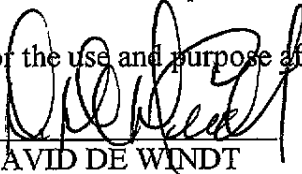
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### **ARTICLE IX RESIDENT AGENT**

The Resident Agent upon whom service of process is made is:

A.P. WALTER, JR., ESQ.  
300 ARAGON AVENUE  
SUITE 370  
CORAL GABLES, FLORIDA 33134

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at 300 Aragon Avenue, Suite 370, Coral Gables, Florida 33134, for the use and purpose aforesaid.

  
DAVID DE WINDT

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF MIAMI-DADE )

BE IT REMEMBERED that on the 11<sup>th</sup> day of March 2000, personally appeared before the undersigned, a notary public for the State of Florida, the aforesaid subscriber to the foregoing Articles of Incorporation, to me well known to be the individual described herein and whom executed the foregoing Articles of Incorporation, and acknowledge the foregoing Articles of Incorporation, as his voluntary act and deed and that the facts set forth herein are true and correct.

GIVEN under my hand and official seal, this the day and year aforesaid.

  
NOTARY PUBLIC, State of  
Florida at Large

SWORN TO AND SUBSCRIBED BEFORE me this 11<sup>th</sup> day of March, 2000.

My Commission Expires:



Alison A. Charlton  
Commission # CG 804087  
Expires Jan. 24, 2003  
Bonded thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION (OR CHANGING PLACE OF BUSINESS  
OR DOMICILE) FOR THE SERVICE OF PROCESS WITHIN STATE, NAMING  
AGENT UPON WHOM SERVICE MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

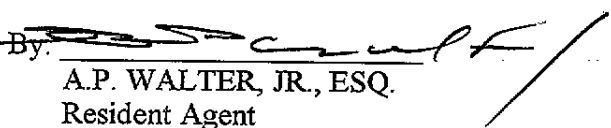
First that: LAS AROMAS CIGAR, CORPORATION desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in the Articles of  
Incorporation, at the City of Miami, County of Miami-Dade, State of Florida has named:

A.P. WALTER, JR., ESQ.  
300 ARAGON AVENUE  
SUITE 370  
CORAL GABLES, FLORIDA 331234

as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service off process for the above-stated  
Corporation, at the place designated in the Certificate, I hereby accept to act in this  
capacity and agree to comply with the provision of said Act relative to keeping open said  
office.

By:   
A.P. WALTER, JR., ESQ.  
Resident Agent

**FILED**  
00 MAR 20 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DATED THIS 16<sup>th</sup> day of March, 2000.