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Michael Vincent Laurato

Attorney At Law

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Tampa, Florida 33606

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March 20, 2000

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

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*****78.75 *****78.75

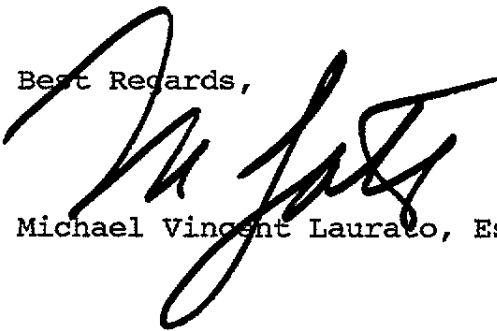
Re: Universal Smokes, Inc.

Dear Sir/Ma'am:

Enclosed please find original Articles of Incorporation and one copy for the above-captioned corporation, effective upon the filing of the same. I would appreciate your filing of the Articles and returning the certificate of filing to me.

Also enclosed please find a check in the amount of \$78.75. Thank you for your assistance.

Best Regards,



Michael Vincent Laurato, Esquire

MVL:sjr
Enclosure: per above
cc: Client (w/encl.)

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00 MAR 29 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

00 MAR 29 AM 9:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNIVERSAL SMOKES, INC.

ARTICLE I
NAME

The name of this corporation is UNIVERSAL SMOKES, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing upon the filing of these articles of incorporation.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the laws of the State of Florida as now exist or may after be amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1902 W. Cass Street, Tampa, Florida 33606 and the name of the initial registered agent of this corporation at such address is Michael Vincent Laurato, Esquire.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however,

there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

President
Zachary Bernard Hudson
1914 East Chelsea
Tampa, Florida 33610-6122

Vice President
Zachary Bernard Hudson
1914 East Chelsea
Tampa, Florida 33610-6122

ARTICLE VIII-
INCORPORATORS

The name and address of the Incorporator signing these articles is: Michael Vincent Laurato, 1902 W. Cass Street, Tampa, Florida 33606.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer and Director or any former officer or director, to the full extent of the law.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any other amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of March, 2000.

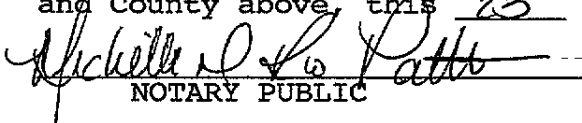


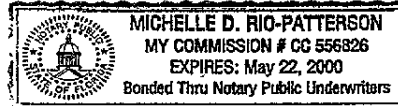
Michael Vincent Laurato,
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Michael Vincent Laurato, known to be and known to me to be the person who produced identification number L630558730300 and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23 day of MARCH, 2000.


NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED.

FIRST, that UNIVERSAL SMOKES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1914 East Chelsea, Tampa, Florida, 33610 has named Michael Vincent Laurato, Esquire as its agent to accept service of process within Florida.

Dated: 3-16-2000

Zachary B. Hudson
ZACHARY BERNARD HUDSON, Pres.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to accept in this capacity, and I further agree to comply with provisions of all statutes relative to the proper performance of my duties.

Michael Vincent Laurato
Registered Agent

00 MAR 29 AM 9:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA