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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4001

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone : (305)599-0839

Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH TOBACCO, INC.

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Corporate Filing

ARTICLES OF INCORPORATION OF

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SOUTH BEACH TOBACCO, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: SOUTH BEACH TOBACCO, INC.

The principal place of business of this corporation shall

8207 NW 68st Miami Fl, 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares @ \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Clarisa Garcia 1300 SW 135 Ct Miami, Fl 33184

(Secretary, Vice-President, Trea.)

Carlos Rodriguez 14345 SW 90 St Miami, Fl 33186

[President]

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Carlos Rodriguez 14345 SW 90 St Miami, Fl 33186.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 10th day of April 2000

Signature(s) of Incorporator(s)

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CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:
SOUTH BEACH TOBACCO, INC.
2. The name and address of the registered agent and office is:
Clarisa Garcia 8207 NW 68 St
(P.O. BOX NOT ACCEPTABLE)
Miami, FL 33166
(CITY/STATE/ZIP)
SIGNATURE SIGNAT
DATE 4/10/00 PF 7
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES

SIGNATURE

DATE