

LAW OFFICES

Haydee De La Rosa-Tolgyesi, P.A.

8770 Sunset Drive, Suite 266

Miami, FL 33173

(305) 271-5903

April 29, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation of La Caya Cigar Company, Inc.

Dear Sir or Madam:

800003218908--8
-04/21/00--01096--012
*****78.75 *****78.75

Enclosed are the following:

1. Two (2) originals of the Articles of Incorporation of LA CAYA CIGAR COMPANY, INC; and
2. A check in the amount of \$78.75.

Please stamp one (1) one original of the Articles of Incorporation with the date of filing and return it to me in the self addressed stamped envelope.

If you have any questions with regard to this matter, please contact me at your earliest convenience.

Thank you.

Very truly yours,

HAYDEE DE LA ROSA-TOLGYESI, P.A.

By: 
Haydee De La Rosa-Tolgyesi

HDT:yt

EFFECTIVE DATE
4-19-00

FILED
00 APR 21 PM 2:38
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

cc
4.25.00

EFFECTIVE DATE
4.19.00

ARTICLES OF INCORPORATION

LA CAYA CIGAR COMPANY, INC.

FILED
APR 21 PM 2:38
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **LA CAYA CIGAR COMPANY, INC.**

ARTICLE II

PRINCIPLE OFFICE AND MAILING ADDRESS

The principle office of the Corporation is 15115 S.W. 109th Street, Miami, FL 33196. The mailing address of the Corporation is 15115 S.W. 109th Street, Miami, FL 33196.

ARTICLE III

COMMENCEMENT OF EXISTENCE

This Florida Corporation shall commence to exist on the date of subscription of these articles if filed within five days with the Secretary of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value Common Stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2500 Hollywood Blvd., Suite 401, Hollywood, FL 33020 and the name of the initial Registered Agent of the Corporation is Anthony L. Tolgyesi.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one director(s). The names and addresses of the initial director(s) are as follows:

LUIS TOMAS MENDEZ POLANCO

15115 S.W. 109th Street
Miami, FL 33196

The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than one.

ARTICLE VIII

INCORPORATOR

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

NAME

ADDRESS

Anthony L. Tolgyesi

2500 Hollywood Blvd.
Suite 401
Hollywood, FL 33020

ARTICLE IX

INDEMNIFICATION

The Corporation hereby agrees to indemnify and hold harmless any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of April, 2000.


INCORPORATOR - ANTHONY L. TOLGYESI

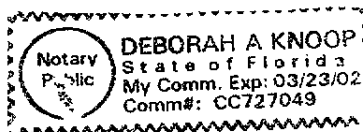
**STATE OF FLORIDA)
COUNTY OF BROWARD)**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Anthony L. Tolgyesi, who is personally known to me or who has produced a valid Florida Drivers' License identification and who did take an oath, who is described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she executed these Articles of Incorporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 19 day of April, 2000.

Name: Deborah A. Knoop
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of La Caya Cigar Company, Inc., as made in the foregoing Articles of Incorporation.

Dated: April 19, 2000.


REGISTERED AGENT - ANTHONY L. TOLGYESI

**STATE OF FLORIDA)
COUNTY OF BROWARD)**

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Anthony L. Tolgyesi, who is personally known to me or who has produced a valid Florida Drivers' License as identification and who did take an oath, who is described in and who executed the foregoing Acceptance of Designation as Registered Agent, and acknowledged before me that he executed this Acceptance of Designation as Registered Agent.

WITNESS my hand and official seal in the county and state last aforesaid, this 19 day of April, 2000.


NOTARY PUBLIC

My Commission Expires:



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