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May 25, 2000

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Florida Dept. of State
P.O. Box 6327
Tallahassee, Florida 32314

ATTN: Corporations Division

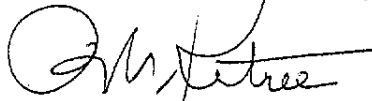
Gentlemen:

We enclose an original and one copy of
Articles of Incorporation for ~~LOW~~ BALL LOUIE'S
TOBACCO OUTLET, INC., together with our check.

Please file and return one copy, under
seal, to the undersigned.

Very truly yours,

BORNSTEIN & PETREE, P.A.



R. G. Petree

RGP/dr

Encls.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 30 PM 10:44

FILED

JUN 8 2000

ARTICLES OF INCORPORATION

OF

LOW BALL LOUIE'S TOBACCO OUTLET, INC.

FILED
00 MAY 30 PM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. Name: The name of this corporation is LOW BALL LOUIE'S TOBACCO OUTLET, INC.

ARTICLE II. Duration: The corporation shall have perpetual existence.

ARTICLE III. Purpose: The object and purpose of the corporation and the general nature of the business or businesses to be transacted by it shall be as follows:

1. To engage in any and all lawful business activity permitted under the laws of the United States and of the State of Florida, including, but not by way of limitation, the lending and borrowing of money, with or without security therefor, and the sale of tobacco products and sundries at retail.

2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

3. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes, or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either

alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts or things, incidental or pertinent to, or connected with the businesses hereinbefore described, or any part or parts thereof if not inconsistent with Laws of the State of Florida.

4. In general, this corporation shall have and exercise all the powers conferred by the Laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

ARTICLE IV. Capital Stock: This corporation is authorized to issue one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V. Initial Registered Office and Agent: The street address of the initial registered office and the mailing address of this corporation is 2729 Hansrob Road, Orlando, Florida 32806, and the name of the initial registered agent of this corporation is Wayne Mason, whose office and mailing address is 1411 Paula Drive, Apopka, Florida 32703.

ARTICLE VI. Initial Board of Directors: The corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time as set forth by the By Laws but in any event, shall not be less than two. The name

and addresses of the initial directors are:

JOHN R. WATSON, 2729 Hansrob Road,
Orlando, FL 32804; and

GERALD M. LEMUS, 2729 Hansrob Road,
Orlando, FL 32804.

ARTICLE VII. Incorporator. The name and address of the person signing these Articles is JOHN R. WATSON, 2729 Hansrob Road, Orlando, Florida 32804.

ARTICLE VIII. Pre-emptive Rights. Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX. By-Laws: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X. Small Business Corporations: This corporation shall be deemed to be a "Small Business Corporation" under the appropriate provisions of the Internal Revenue Code.

ARTICLE XI. Officers: The officers of the corporation shall be President and Secretary and Treasurer. Until the first meeting

of the Board of Directors or until its successors are elected and have qualified, the following shall be the officer of the corporation.

GERALD M. LEMUS

President,

JOHN R. WATSON

Vice President,
Secretary & Treasurer.

ARTICLE XII. Commencement of Existence: This corporation shall have perpetual existence which shall begin on the date of the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF the undersigned subscribed has executed these Articles of Incorporation this 23 day of May, 2000.

R. W. FRANCIS
(Witness Print Name)

R. HAVISKA
(Witness Print Name)

John R. Watson L.S.
JOHN R. WATSON,
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the County and State aforesaid to take acknowledgments personally appeared, JOHN R. WATSON, personally known to me ~~or who furnished~~ _____ as identification and he acknowledged executing the same in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of May 23, 2000.

Kathleen F. Francis
Notary Public - State of Florida

My commission expires: _____



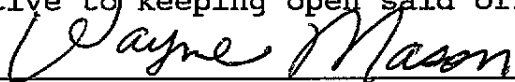
DESIGNATION OF AGENT AND PLACE FOR SERVICE OF PROCESS

Pursuant to Chapter 48,091, Florida Statutes, the following is submitted in compliance with said Act:

First: That LOW BALL LOUIE'S TOBACCO OUTLET, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at 2729 Hansrob Road, Orlando, Florida 32804, State of Florida, has named Wayne Mason, 1411 Paula Drive, Apopka, Florida 32703, County of Orange, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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


WAYNE MASON

corp\art.low

00 MAY 30 PM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED