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TRANSMITTAL LETTER

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

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-07/31/00--01126--001
*****78.75 *****78.75

SUBJECT: K & J DISTRIBUTORS, INC.
(Proposed Corporate Name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

| | | | |
|-----------------------|-----------------------------|-------------------------------|-------------------------------------------------|
| <u> </u> \$70.00 | <u> X </u> \$78.75 | <u> </u> \$122.50 | <u> </u> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee, Certified Copy | Filing Fee, Certified Copy, & Certificate |

FROM: K & J DISTRIBUTORS, INC.
NAME (PRINTED OR TYPED)
639 DAYTONA AVENUE
ADDRESS
HOLLY HILL, FLORIDA 32117
CITY, STATE & ZIP CODE
(904)-761-1701
DAYTIME PHONE NUMBER

00 JUL 31 AM 7:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

08/8/2

ARTICLES OF INCORPORATION

OF

K & J DISTRIBUTORS, INC.

FILED
00 JUL 31 AM 7:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be K & J Distributors, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in wholesale tobacco products.

ARTICLE III

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business and general office of this corporation shall be at 639 Daytona Avenue, Holly Hill, Florida 32117, but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be Joanne M. Fegan whose business office is located at 639 Daytona Avenue, Holly Hill, Florida, which office is hereby designated as the registered office of the corporation.

ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five. All stockholders shall possess voting power. Each member of the board of directors shall be elected at the meeting of the shareholders and each of the above designated officers shall be elected by the board of directors, and shall hold office until their successors are elected or appointed.

The name and street address of the first officers and directors of the corporation are:

| | |
|-----------|---------------------------------------------------------------|
| President | Joanne M. Fegan 639 Daytona Avenue Holly Hill, FL 32117 |
|-----------|---------------------------------------------------------------|

| | |
|-----------------------------------------|-----------------------------------------------------------------|
| Vice President, Secretary, Treasurer | Kenneth J. Baxter 639 Daytona Avenue Holly Hill, FL 32117 |
|-----------------------------------------|-----------------------------------------------------------------|

ARTICLE VIII

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

ARTICLE IX

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

Joanne M. Fegan
639 Daytona Avenue
Holly Hill, FL 32117

100 Shares

Kenneth J. Baxter
639 Daytona Avenue
Holly Hill, FL 32117

100 Shares

IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, this 26 day of July 2000.

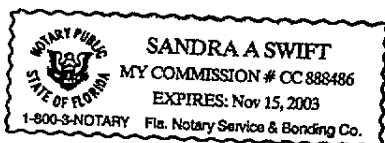
Joanne m Fegan
Name

Joanne m Fegan
Name Printed

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared Joanne m Fegan, personally known to me to be the person described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 26th day of July 2000.



Sandra A. Swift
Notary Public

Sandra A. Swift
Notary Public Name Printed

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, AND NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 31 AM 7:09

FILED

In pursuance of Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

K & J DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in Holly Hill, County of Volusia, State of Florida, has named Joanne Fegan, located at 639 Daytona Avenue, Holly Hill, Florida, as its agent to accept service of process within this state. 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.

Dated this 26 day of July 2000.

Accepted by

Joanne Fegan
Joanne Fegan