

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

R&T Company

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 3, 2000

MURAI WALD BIONDO

SUBJECT: R&T TOBACCO CORP.
REF: W00000023974

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

THE ARTICLES ARE TOO DARK. AND ALSO YOU CANT LIST (2) PEOPLE AS THE REGISTERED AGENT THERE ARE TWO NAMES ON THE CERTIFICATE PAGE.

If you have any further questions concerning your document, please call (850) 487-6067.

Naysa Culligan
Document Specialist

FAX Aud. #: H00000052289
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ARTICLES OF INCORPORATION
OF
R&T TOBACCO CORP.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is R&T TOBACCO CORP.

ARTICLE II
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting.

Prepared By:

M. Cristina Moreno, Esquire
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
Florida Bar No. 259721

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Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 11510 S.W. 32nd Street, Miami, Florida 33165 and the name of the initial registered agent of this corporation at that address is Olga Ramirez. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI **INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is Olga Ramirez, 11510 S.W. 32nd Street, Miami, Florida 33165.

ARTICLE VII **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII **INDEMNIFICATION**

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

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ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The names and street addresses of the initial directors are:

Olga Ramirez
11510 S.W. 32nd Street
Miami, Florida 33165

Leonardo Ramirez
11510 S.W. 32nd Street
Miami, Florida 33165

Antonio Triana
11510 S.W. 32nd Street
Miami, Florida 33165

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of October, 2000.

By:


Olga Ramirez
Incorporator

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CERTIFICATE OF REGISTERED AGENT
OF
R&T TOBACCO CORP.

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That R&T TOBACCO CORP. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Olga Ramirez located at 11510 S.W. 32nd Street, Miami, Florida 33165, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 11 day of October, 2000.

By:

Olga V. Ramirez
Olga Ramirez

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