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Florida Department of State

Division of Corporations

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To:
Division of Corporations
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.

VUELTA ABAJO TOBACCO CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	$78.75

N. Culligan OCT 18 2000

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ARTICLES OF INCORPORATION

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ARTICLE I
NAME

The name of the corporation shall be: VUELTA ABAJO TOBACCO CORPORATION

ARTICLE II
PURPOSE OF CORPORATION

The Corporation shall engage in any and lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 3399 NW 72 Avenue Suite 205B, Miami, FL 33122

ARTICLE IV
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: ROMAY A. ENDEMANO 3399 NW 72 Avenue Suite 205B, Miami, FL 33122

ARTICLE V
CORPORATE CAPITALIZATION

V.1 The maximum numbers of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having the par value of ONE CENT ($ 0.01).

V.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

V.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

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V.4 The Boar of Director(s) of the Corporation may, by Restated ,Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VI
SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of the stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE VII
PURPOSE OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VIII
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX
REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purpose, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 3399 NW 72 Avenue Suite 205B, Miami, FL 33122. The name and Florida street address of the initial registered agent are: ROMAY A. ENDEMANO 3399 NW 72 Avenue Suite 205B, Miami, FL 33122

ARTICLE XI
BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who

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would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII
AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all the rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this the 17 day of October, 2000

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Romay A. Endemano, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in his capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent under the applicable provisions of the Florida Statutes.

Romay A. Endemano, Registered Agent

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