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November 29, 2000

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*****78.50 *****78.50

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

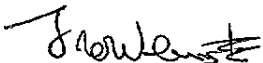
Re: Palm Beach Pipe & Cigar Corp.

Dear Sir:

Enclosed with this letter is proposed original and copy of Articles of Incorporation for the Palm Beach Pipe & Cigar Corp. together with my check in the amount of \$78.50 and a self addressed stamped envelope.

If your department finds the articles to be satisfactory, please forward to me acknowledgment of filing.

Very truly yours,



Fred Weinstein

FW/fw
Encl.

T. Burch DEC 6 2000

ARTICLES OF INCORPORATION
OF
PALM BEACH PIPE & CIGAR CORP.

ARTICLE I. NAME

The name of this corporation shall be PALM BEACH PIPE & CIGAR CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of sale and distribution of tobacco and related products and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 shares, common stock \$1.00 par value shares of common capital stock.

Prepared by:
Fred Weinstein, P.A.
1903 South Congress Avenue
Suite 310
Boynton Beach, FL 33426
Tel: 561-736-4601
Bar No.: 285668

Articles Of Incorporation Of CENTERLINE PRODUCTS CORP. OF FLORIDA

ARTICLE V. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than two.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

907 Lakeshore Drive, #102, Lake Park, Florida 33403

The name and address of the individual who shall serve as this corporation's initial registered agent is is: Al Ross, 907 Lakeshore Drive, #102, Lake Park, Florida 33403

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Al Ross, 907 Lakeshore Drive, #102, Lake Park, Florida 33403.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Al Ross - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of PALM BEACH PIPE & CIGAR CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PALM BEACH PIPE & CIGAR CORP.

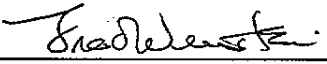


Al Ross - Registered Agent

State Of Florida

County Of Palm Beach County

On November 22, 2000, Al Ross, designated above as the individual who shall serve as this corporation's initial registered agent and incorporator, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of PALM BEACH PIPE & CIGAR CORP. He is personally known to me.



Fred Weinstein
Notary Public, State of Florida

