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FLORIDA PROFIT CORPORATION OR P.A.

U.S.A. TOBACCO, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 9, 2001

EMPIRE

SUBJECT: U.S.A. TOBACCO, INC.
REF: W01000003149

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Affidavit of Ronald A. Marini

STATE OF FLORIDA)

) s.s.:

COUNTY OF DADE)

The undersigned, being duly sworn, deposes and says:

1. My name is Ronald A. Marini.
2. I am of full age and reside at 1717 North Bayshore Drive, Suite 3346 Miami, Florida 33132.
3. I am the Director of USA Tobacco, Inc., Document Number P99000092760, a Florida Corporation that was administratively dissolved on September 22, 2000.
4. USA Tobacco, Inc., Ref: P99000092760, has no intention of reinstating.
5. USA Tobacco, Inc., Ref: P99000092760 hereby releases its name for use by other entities.

USA Tobacco, Inc.

By

Ronald A. Marini, Director

SWORN TO AND SUBSCRIBED before me on this 9 day of February, 2001, by the affiant, Ronald A. Marini.

By

Christine Cook
Signature of Notary Public

My commission expires: 5/11/03

SEAL:

Check one: ☒ personally known or ☐ produced identification
Type of identification produced _____

CACORPAffidavit of Ronald A.doc



Christine M. Cook
My Commission CC835724
Expires May 11, 2003

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Articles of Incorporation

of

U.S.A. Tobacco, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is U.S.A. Tobacco, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
1,000	\$0.01	Common

Ronald A. Marini, Esq.
One Biscayne Tower
Two South Biscayne Blvd.
Suite 3580
Miami, Florida 33131
(305) 374-4424
Florida Bar # 354422

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is Two South Biscayne Blvd., Suite 3580, Miami, County of Dade, and the name of its registered agent at such address is Ronald A. Marini, Esq.

ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

U.S.A. Tobacco, Inc.
Two South Biscayne Blvd
Suite 3580
Miami, Florida 33131

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Vita Escobar
Two South Biscayne Blvd
Suite 3580
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

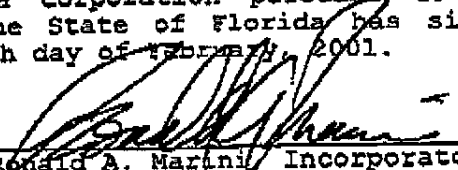
The name of the Incorporator is Ronald A. Marini and the address of the Incorporator is Two South Biscayne Blvd., Suite 3580, Miami, Florida 33131.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of February, 2001.


Ronald A. Marini Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, U.S.A. Tobacco, Inc. has named Ronald A. Marini, located at Two South Biscayne Blvd., Suite 3580, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 8th day of February, 2001.

REGISTERED AGENT:

By:

Ronald A. Marini

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F.L.H.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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