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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. DON ANDRES HANDMADE CIGARS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
01 MAY 29 AM 10:24
DIVISION OF CORPORATION

01 MAY 29 AM 11:57
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

PS
5/29/01

FILED

ARTICLES OF INCORPORATION
OF
DON ANDRES HANDMADE CIGARS, INC.

01 MAY 29 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

DON ANDRES HANDMADE CIGARS, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation shall be as follows: To engage in and carry on any activity or business permitted under the laws of the United States and the State of Florida, and to exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

ARTICLE III

Capital Stock

This corporation is authorized to issue ONE THOUSAND FIVE HUNDRED (1500) shares of common stock at TEN (\$10.00) DOLLAR, par value each, which shall be designated "COMMON SHARES".

ARTICLE IV

Amount of Capital

The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$ 500.00) DOLLARS.

ARTICLE V

Term of existence

This corporation is to exist perpetually.

ARTICLE VI

Address

The initial post office address of the principal office of this corporation in the State of Florida is 376 N.E. 56TH STREET, MIAMI, FLORIDA 33137.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII

Directors

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

ARTICLE VIII

Initial Board of Directors

The names and post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are:

JAN PETTER BRIMSOE
5900 COLLINS AVE #1701
MIAMI BEACH, FL 33140

ANDRES FERNANDEZ
11473 S.W. 75TH TERR.
MIAMI, FLORIDA 33173

ALBERTO GONZALEZ
1060 N.E. 78TH RD #9
MIAMI, FLORIDA 33138

ARTICLE IX

Subscribers

The name and post office addresses of the subscribers of these Articles of Incorporation and the number of shares they agree to take are as follows:

JAN PETTER BRIMSOE
Six hundred (600)
5900 COLLINS AVE #1701
MIAMI BEACH, FL 33140

ANDRES FERNANDEZ
Six hundred (600)
11473 S.W. 75TH TERR.
MIAMI, FLORIDA 33173

ALBERTO GONZALEZ
Three hundred (300)
1060 N.E. 78TH RD #9
MIAMI, FLORIDA 33138

ARTICLE X

Officers

The names and street addresses of the officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified are as follows:

ANDRES FERNANDEZ
President
11473 S.W. 75TH TERR.
MIAMI, FLORIDA 33173

JAN PETTER BRIMSOE
Vice-President
5900 COLLINS AVE #1701
MIAMI BEACH, FL 33140

ALBERTO GONZALEZ
Secretary/Treasurer
1060 N.E. 78TH RD #9
MIAMI, FLORIDA 33138

ARTICLE XI

Amendment of Articles

The articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made, in which event these Articles of Incorporation may be amended in such manner.

ARTICLE X

Pre-emptive right

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned being the original subscribers to the foregoing Articles of Incorporation have hereunto set their hands and seals this 24TH day of MAY, 2001.



JAN PETTER BRIMSOE



ANDRES FERNANDEZ



ALBERTO GONZALEZ

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CERTIFICATE OF DESIGNATION

01 MAY 29 AM 11:57

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

DON ANDRES HANDMADE CIGARS, INC.

2. The name and address of the registered agent and office is:

ANDRES FERNANDEZ
376 N.E. 56TH STREET
MIAMI, FLORIDA 33137


ANDRES FERNANDEZ
President

Date: MAY 24TH, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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.


ANDRES FERNANDEZ

DATE: MAY 24TH, 2001