417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 ****78.75 Art of Inc. File LTD Partnership File_ Foreign Corp. File____ L.C. File_ Fictitious Name File Trade/Service Mark_____ Merger File_ Art. of Amend. File____ RA Resignation____ Dissolution / Withdrawal____ Annual Report / Reinstatement_ Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status Certificate of Fictitious Name Corp Record Search Officer Search Fictitious Search Fictitious Owner Search Signature Vehicle Search_ Driving Record_ Requested by: UCC 1 or 3 File_ UCC 11 Search Name Time UCC 11 Retrieval__ Walk-In Will Pick Up Courier_ 174 Ponder's Printing - Thomasville, GA 8/00

ARTICLES OF INCORPORATION OF Cigar Alley Cigars, Inc.

A Florida Corporation

SECRETARIAN PM 1:29
LLAHASSSEE, FLORIDA The undersigned, acting as incorporator of Cigar Alley Cigars, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

<u>ARTICLE I. NAME</u>

The name of this Florida Corporation is:

Cigar Alley Cigars, Inc.

ARTICLE IL ADDRESS

The corporation's mailing address is:

112 Fitzpatrick St. Key West, FL 33040

ARTICLE III. COMMENCEMENT OF EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000,000 shares of common stock having a par value of \$.001 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 112 Fitzpatrick St., Key West, FL 33040 and the name of the corporation's initial registered agent at that address is Steven Sullivan.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director (s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name (s) of the initial director (s):

NAME

Steven Sullivan

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Steven Sullivan 112 Fitzpatrick St. Key West, FL 33040

The incorporator of this corporation assigns to this corporation his/her rights under section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this, the 18th day of June, 2001.

BY:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Cigar Alley Cigars, Inc. desiring to organize under the laws of the State of Florida with it's initial registered office as indicated in the articles of incorporation, at 112 Fitzpatrick St., Key West, FL 33040, has named Steven Sullivan as it's agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Steven Sullivan 112 Fitzpatrick St.

Key West, FL 33040

Steven Sullivan

June 18th, 2001

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TALLAHASSEE FISHE.