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FLORIDA PROFIT CORPORATION OR P.A.

ARNOLD CIGARS DISTRIBUTORS, CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 13, 2001

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SUBJECT: ARNOLD CIGARS DISTRIBUTORS, CORP.  
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ARTICLES OF INCORPORATION OF  
ARNOLD CIGARS DISTRIBUTORS, CORP.

ARTICLE I NAME

The name of this corporation is ARNOLD CIGARS DISTRIBUTORS, CORP.

ARTICLE II DURATION

This corporation will have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

This corporation may engage in any activity or business allowed under the laws of the United States and of this State.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which will be designated "Common Shares."

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation will have the right to purchase his prorata shares of it (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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PREPARED BY:

CARLOS MACEDO, ACCOUNTANT  
C&S INTERNATIONAL, INC.  
9745 MILLER DR.  
MIAMI, FL 33165  
TEL.: (305) 412-0829  
FAX: (305) 412-0864  
E-MAIL: CMacedo@aol.com

## ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be at, 1067 W 23<sup>rd</sup> St., Hialeah, Florida 33010, County of Miami-Dade, FL. The Board of Directors may from time to time designate other address and place for the principal office of this corporation as it may see fit.

## ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation will have two, (2) Director initially. The number of Directors may be increased or diminished from time to time according to Bylaws adopted by the stockholders. The name and addresses of the initial Boards of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Arnaldo J. Armas President-Secretary	1067 W 23 St. Hialeah, FL 33010
Carlos Leon Executive V.P. / Treasurer	13270 SW 34 St. Miami, FL 33175

## ARTICLE VIII SUBSCRIBERS

The name and street address and the number of shares of stock subscribed to by the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO OF SHARES</u>
Arnaldo J. Armas President- Secretary	1067 W 23 St. Hialeah, FL 33010	50%
Carlos Leon Executive V.P. / Treasurer	13270 SW 34 St. Miami, FL 33175	50%

#### **ARTICLE IX                      AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment will be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.

#### **ARTICLE X                      LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he will sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

#### **ARTICLE XI                      INDEMNIFICATION**

The corporation will indemnify any officer or director, to the full extent allowed by law.

#### **ARTICLE XII                      DISSOLUTION**

The corporation may be dissolved any time on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets will, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XIII**

**INITIAL REGISTERED OFFICE AND AGENT**

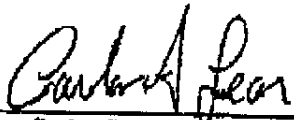
The Street address of the initial registered office of this corporation is 9745 Miller Drive, Miami, FL, 33165 and the name of the initial registered agent of this corporation at that address is Carlos Macodo

**IN WITNESS WHEREOF**, the undersigned being the original subscriber, to the capital stock here in above named for forming a corporation to do business in the State of Florida.

Under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying, that, the facts herein stated are true, and do agree to take the number of shares herein above set forth, and hereunto set our hands and seals this 22<sup>nd</sup> day of June, 2001.



Arnaldo J. Armas  
President - Secretary



Carlos Leon  
Executive Vice-President  
Treasurer

**H** 01000081103**CERTIFICATE OF DESIGNATION****REGISTERED AGENT / REGISTERED OFFICE**

In a pursuance to the provisions of sections 607.0501 or 617.0501, Florida Statutes.

1. - The undersigned corporation, Arnold Cigars Distributors, Corp. Desiring to organized under the laws of the State of Florida, with its principal office located at 1067 W 23<sup>rd</sup> St., Hialeah, FL 33010, Miami-Dade County, State of Florida, as indicated in the Articles of Incorporation.

2. - Has named Mr. Carlos Macedo, located at 9745 Miller Drive, Miami, 33196, County of Miami-Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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 appoint 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.



Carlos Macedo

Date: 7/11/01**H** 01000081103

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