

AUG-22-2001 15:05

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

HAVANA BOY'S INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight AUG 23 2001

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ARTICLES OF INCORPORATION
OF
HAVANA BOY'S INC

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

HAVANA BOY'S INC

ARTICLE II

The general nature of the business to be transacted shall be export and import tobacco related merchandise and other general business or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

PAGE 1

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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TALLAHASSEE, FLORIDA

ARTICLE VI

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

Residing at:
20350 West Country Club Dr
Aventura, Fl 33180

Vice- President
Jacob J Hoffman

Residing at:
20400 W Country Club Dr #617
Aventura, Fl 33180-1618

President & Treasurer
MARKERA GALUSTYANTS

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be JACOB J HOFFMAN and the registered agent's office of this corporation shall be 1832 Harrison Street, Hollywood, FL 33020.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or the Board of Directors shall be 1832 Harrison Street, Hollywood, FL 33020 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscriber of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME

ADDRESS

NO. OF SHARES

AUG-22-2001 15:05

P.04/04

MARKERA GALUSTYANTS

20400 W Country Club Dr #617
Aventura, FL 33180-1618

600

JACOB HOFFMAN

20350 West Country Club Dr
Aventura, FL 33180

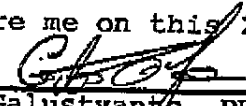
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ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscriber has hereunto set their hand and seal in the City of Miami, County of Dade, State of Florida, this 21st day of August, 2001.

SWORN TO AND SUBSCRIBED before me on this 21st day of August, 2001.

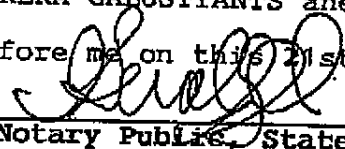

Markera Galustyants, PRESIDENT


Jacob J Hoffman, VICE-PRESIDENT

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARKERA GALUSTYANTS and JACOB J HOFFMAN, known to be the persons who executed the foregoing Certificate of Incorporation of HAVANA BOY'S, INC, and they acknowledged before me that they have executed the same for the purpose therein set forth. The foregoing instrument was acknowledged before me by MARKERA GALUSTYANTS and JACOB J HOFFMAN, who produced identification.

SWORN TO AND SUBSCRIBED before me on this 21st day of August, 2001, in Miami, Florida.


Notary Public, State of Florida

Notary Public - State of Florida
My Commission Expires Aug 1, 2003
FID # CC860046

MY COMMISSION EXPIRES:

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.


JACOB J HOFFMAN

Prepared by: GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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