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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.

F & E TOBACCO DISTRIBUTORS, INC.

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ARTICLES OF INCORPORATION

F & E TOBACCO DISTRIBUTORS, CORP.

ARTICLE I
NAME

The name of corporation is:

F & E TOBACCO DISTRIBUTORS, CORP.

ARTICLE II
PRINCIPAL OFFICE

The mailing address of this corporation is:

7400 NW 7 ST. Suite 110
MIAMI, FL 33126

ARTICLE III
PURPOSE

The corporation is organized for the transaction
Of any and all lawful business for which a corporation may be
Incorporated under the laws of the state of Florida.

ARTICLE IV
CAPITAL STOCK

The capital stock authorized the par value thereof
And the characteristic of such stock shall be as follow:

Number of Share Authorized Par Value/ Share Class of Stock

100

\$1.00

Common

This instrument was prepared by:
Ana Rodriguez, Accountant
1890SW 57 Ave. Suite 107
Miami, FL 33155 (305) 267-1926

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**ARTICLE V
TERM OF EXISTENCE**

This corporation is to exist perpetually from the date
These article are subscribed to the provisions of the Florida Statutes
Section 607.167.

**ARTICLE VI
DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be
changed from time to time in accordance with the bylaws adopted by
director, but the number shall never be less than one (1) The name and street address
of the initial directors of the corporation are :

ENRIQUE SACASAS-P, D
11120 LAKEVIEW SOUTH DR.
PEMBROKE PINE, FL 33026

FRANKLIN ROSARIO- VP, S, T
7400 NW 7ST. SUITE 110
MIAMI, FL 33126

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is

FRANKLIN ROSARIO
7400 NW 7 ST. SUITE 110
MIAMI, FL 33126

**ARTICLE VIII
PREEMPTIVE RIGHT**

Every shareholder, upon the sale for cash of any new
Stock of this corporation of the same kind, class or series as that
which he already holds, shall have the right to purchase his pro rata
share thereof(as nearly as may be done without issuance of fractional
share) at the price at which it is offered to others.

**ARTICLE IX
CUMULATIVE VOTING**

At each election for directors, cumulative voting as set forth in Florida Statutes Section 607.097 (4) shall be allowed, provided ten (10) days' notice in writing be given the secretary of the company by the shareholders desiring cumulative voting.

**ARTICLE X
INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

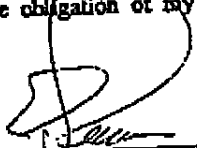
**ARTICLE XI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is ENRIQUE SACASAS
11120 LAKEVIEW SOUTH DR. PEMBROKE PINE, FL 33026
pursuant to the Florida Statutes Section 607.0505. The registered agent shall also
serve as resident agent pursuant to the
Florida Statutes Section 48.091.

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process the above stated corporation at the place Designated at Article VI, I hereby accept appointment and agree to comply with the Provisions and all statutes relating to the proper and complete performance of my Duties, and I am familiar and have accepted the obligation of my position as provided In Florida Section 607.0505.



Registered Agent
ENRIQUE SACASAS

IN WITNESS WHEREOF, the undersigned, being the Incorporate name above for the Purpose of forming a cooperation pursuant to the Florida Business Corporation pursuant To Florida has signed these Articles of Incorporation this 14 day of November 2001.


INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledge before me this day November 14, 2001 by Enrique Sacasas personally know to me or who produced the following Identification FL Driver Lic.

My commission expires:



Notary Public for State of Florida at Large
ANA RODRIGUEZ

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TALLAHASSEE, FLORIDA