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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

CARIBE TOBACCO CORPORATION

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

November 26, 2001

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SUBJECT: CARIBE TOBACCO CORPORATION
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

(4)

OF

CARIBE TOBACCO CORPORATION

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

CARIBE TOBACCO CORPORATION

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation is:

*3400 COLLINS AVENUE, SUITE 400
MIAMI BEACH, FL 33140*

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares having an individual par value of \$ 1.00

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Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

JOHN B. DE LA FUENTE
3400 COLLINS AVENUE, SUITE 403
MIAMI BEACH, FLORIDA 33140

ARTICLE VII

The name and address of the initial board of director(s) shall be:

JOHN B. DE LA FUENTE
3400 COLLINS AVE.
SUITE 403
MIAMI BEACH, FL 33140

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

JOHN B. DE LA FUENTE
3400 COLLINS AVENUE, SUITE 403
MIAMI BEACH, FLORIDA 33140

The undersigned has executed these Articles of Incorporation this 23
day of NOVEMBER 2001.



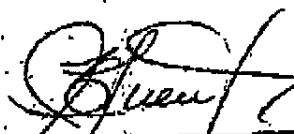
INCORPORATOR

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

CARIBE TOBACCO CORPORATION
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



REGISTERED AGENT

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