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February 13, 2002

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

000004929730--2  
-02/15/02--01039--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

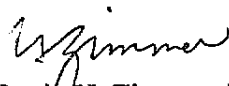
Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Incorporation for Joe's Cigars, Inc. for filing with the Division of Corporations. A check in the amount of \$70.00 is also enclosed as payment for the filing fee.

Please stamp the copy and return it to us in the enclosed postage- stamped self-addressed envelope.

Please call if you have any questions.

Very truly yours,

  
Ufemia U. Zimmer, Paralegal

FILED  
02 FEB 15 PM 8:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN FEB 20 2002

**ARTICLES OF INCORPORATION**

**FOR**

**JOE'S CIGARS, INC.**

FILED  
02 FEB 15 PM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME & PRINCIPAL CORPORATE OFFICE**

The name of this corporation shall be: Joe's Cigars, Inc.

The principal place of business and  
mailing address of this corporation shall be: 9202 Ulmerton Rd.  
Largo, Florida 33771

**ARTICLE II - CAPITAL STOCK**

The number of shares of stock this corporation is  
authorized to have outstanding at any one time is: 100 shares common stock, no par value

**ARTICLE III - REGISTERED AGENT**

The name and address of the initial registered agent is: Jonathan James Damonte  
12110 Seminole Boulevard  
Largo, Florida 33778

**ARTICLE IV - INCORPORATOR**

The name of the Incorporator to these  
Articles of Incorporation is: Jonathan James Damonte

The street address of the Incorporator  
to these Articles of Incorporation is: 12110 Seminole Blvd.  
Largo, Florida 33778

**ARTICLE V - DURATION**

This corporation shall have perpetual existence.

**ARTICLE VI - PURPOSE**

The purpose of this corporation is to engage in the transaction of any and all lawful business under the laws of the United States of America and of the State of Florida.

## ARTICLE VII - BOARD OF DIRECTORS

All corporate power shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The initial board of directors shall consist of two (2) members. The number of directors shall be as set forth in the bylaws of the corporation. The number of directors may be either increased or decreased from time to time by amendment of the by-laws of the corporation in a manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Josef Palatzky  
9202 Ulmerton Rd.  
Largo, Florida 33771

Gerlinde Palatzky  
9202 Ulmerton Rd.  
Largo, Florida 33771

## ARTICLE VIII - BY-LAWS

The by-laws of this corporation shall be made by the Board of Directors, and may be amended, altered or rescinded by the Board of Directors at any regular or special meeting.

## ARTICLE IX - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 2002.

By: Jonathan James Damonte  
Jonathan James Damonte, Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office of the corporation in the State of Florida.

1. The name of the corporation is: Joe's Cigars, Inc.
2. The name and street address of the registered agent and office is:

Jonathan James Damonte  
12110 Seminole Boulevard  
Largo, Florida 33778

Joe's Cigars, Inc.

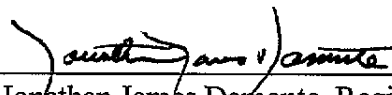
Dated: February 11, 2002

By:   
Jonathan James Damonte, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 11, 2002

  
Jonathan James Damonte, Registered Agent

02 FEB 15 PM 8:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA