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Dennis Edward Bruce

Attorney and Counselor at Law

FILED

02 MAR 18 PM 12:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 13, 2002

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

100005113631--4
-03/18/02--01065--028
****125.00 ****125.50

RE: BIG SKY TOBACCO COMPANY

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$125.00 which represents the fees for the filing the same.

Also enclosed is a self-addressed, stamped envelope so that a receipt and/or acknowledgment can be forwarded back to our office.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,


Dennis E. Bruce

1200 Brickell Avenue
Suite 1680 • Miami, Florida 33131
(305) 643-0999

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ARTICLE OF INCORPORATION

OF

BIG SKY TOBACCO COMPANY

The undersigned subscriber(s) to these Articles of Incorporation each natural person competent to contact, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: BIG SKY TOBACCO COMPANY

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are sales and manufacture of tobacco products

And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation.

And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or negotiate bonds and mortgage, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III - CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is: 100 shares at No Par Value. The consideration to be paid for each share shall be payable in lawful money or property.

ARTICLE IV - AMOUNT OF STOCK

The amount of capital with which this corporation will begin business is not less than one hundred dollars (\$100.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:
1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

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ARTICLE VII - DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors, who subject to the provisions of the certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are: Dennis E. Bruce, 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE IX - DIRECTORS

The name(s) and address(es) of each subscriber of these Articles of Incorporation, the number of stock each agrees to take and the value of the consideration thereof are:

<u>Name</u>	<u>Title</u>	<u>Shares</u>
DENNIS E. BRUCE	PRESIDENT	100

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

ARTICLE XI - DESIGNATION REGISTERED AGENT

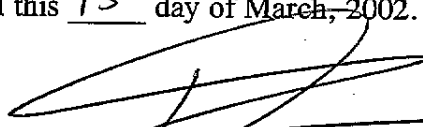
That AMARILIS E. ADORNO whose address is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 hereby named Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at this registered address. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

BY: 
REGISTERED RESIDENT AGENT &
ACCEPTING DUTIES

ARTICLE XII

I, DENNIS E. BRUCE, am also the incorporator of this incorporation.

I, the undersigned, being each and all of the original subscribers to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this certificate, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the numbers of shares of stock herein above set forth as to each, and accordingly have hereunto set my hand and seal this 13th day of March, 2002.



DENNIS E. BRUCE, President

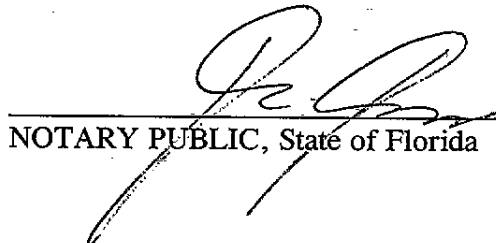
STATE OF FLORIDA)

:SS

COUNTY OF DADE)

I HEREBY certify that this date before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared DENNIS E. BRUCE, who is personally known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation, and did take an oath.

WITNESS my hand and seal in the County and State named above this 13th day of March, 2002.



NOTARY PUBLIC, State of Florida

My Commission Expires:

