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LAW OFFICES
JACOBI & JACOBI
PROFESSIONAL ASSOCIATION

BENJAMIN R. JACOBI
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July 2, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: BLUNTEZ, INC.

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-07/05/02--01061--004
*****78.75 *****78.75

Gentlemen:

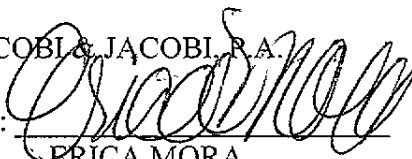
Enclosed please find an original and a copy of the Articles of Incorporation for BLUNTEZ, Incorporated and a check in the amount of \$78.75 for filing. Please furnish our office with a certified copy of the document enclosed.

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

Very truly yours,

JACOBI & JACOBI, P.A.

BY:



ERICA MORA

Legal Assistant to Joel S. Jacobi

ERM:erm
Enclosure

FILED
02 JUL -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE JUL - 8 2002

5

**ARTICLES OF INCORPORATION
OF
BLUNTEZ, INC.**

FILED
02 JUL -5 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be: BLUNTEZ, INC.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

- B. To engage in the business of the sale and distribution of tobacco products and paraphanilia.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of One Dollar (\$1.00) par value.

IV

The amount of capital with which this corporation shall begin business shall be One Thousand (\$1,000.00) Dollars

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at:

1121 Crandon Boulevard
F1201
Key Biscayne, Florida 33149

VII

The Board of Directors of this corporation shall consist of not less than two (2) nor more than three (3) members.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Carlos Garceran	1121 Crandon Boulevard F1201 Key Biscayne, Florida 33149	Chairman
Julio Chen	14801 S.W. 141th Terrace Miami, Florida 33196	Commitee

VIII

The registered agent and the registered office for this corporation are:

Carlos Garceran
1121 Crandon Boulevard
F1201
Key Biscayne, Florida 33149

VIV

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of Five Hundred and No/100 (\$500.00) Dollars, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Carlos Garceran	1121 Crandon Boulevard F1201 Key Biscayne, Florida 33149	50%
Julio Chen	14801 S.W. 141th Terrace Miami, Florida 33196	50%

X

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Carlos Garceran	1121 Crandon Boulevard F1201 Key Biscayne, Florida 33149	President/Treasurer
Julio Chen	14801 S.W. 141th Terrace Miami, Florida 33196	Vice-President/Secretary

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XI

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT


Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I

hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


CARLOS GARCERAN

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.

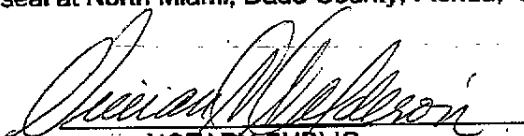

CARLOS GARCERAN


JULIO CHEN

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day personally appeared Carlos Garceran and Julio Chen, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscribers and that the facts set forth therein are true. Produced Florida Drivers License No. 612610169108 and _____ for identification/Personally Known

WITNESS my hand and seal at North Miami, Dade County, Florida, this 29 day of JUNE, 2002.


NOTARY PUBLIC



Vivian G. Calderon
Commission # CC 936462
Expires June 26, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

02 JUL -5 AM 9:16
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA