

BERNARD J.

LECHNER

Attorney

At Law

PD2000073689

FILED

02 JUL -5 AM 10:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: High Tide Tobacco & Gifts of Largo, Inc.

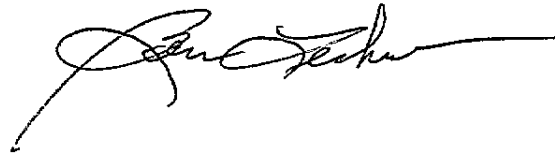
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~~*****70.00 *****70.00~~

Ladies/gentlemen:

Along with my check for \$ 70.00, I have enclosed the original and one copy of the Articles of Incorporation for High Tide Tobacco & Gifts of Largo, Inc.

I trust that everything is in order, and that these Articles may be filed, with a stamped copy being returned to me (self-addressed, stamped envelope also enclosed). Please let me know if you have any questions or comments, and thanks for the help.

very truly yours,



BJL/wt

enclosures as noted

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ARTICLES OF INCORPORATION
OF
HIGH TIDE TOBACCO & GIFTS OF LARGO, INC.

FILED
02 JUL -5 AM 10:20
SEC
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: HIGH TIDE TOBACCO & GIFTS OF LARGO, INC. The address of the principal office of this corporation shall be: 7500 Ulmerton Road - Suite 20, Largo, FL 33771, and the mailing address of the corporation shall be: 7500 Ulmerton Road - Suite 20, Largo, FL 33771.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having NO par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2115 Range Road, Clearwater, Florida 33765, and the name of the initial registered agent of the corporation at that address is Bernard J. Lechner.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISIONS

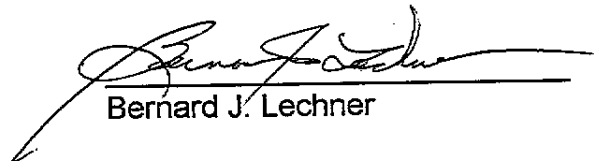
It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code; and also that it will elect to be taxed as a subchapter S corporation (Small Business Corporation under Section 1362 of the Internal Revenue Code).

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation:

Bernard J. Lechner
2115 Range Road
Clearwater, FL 33765

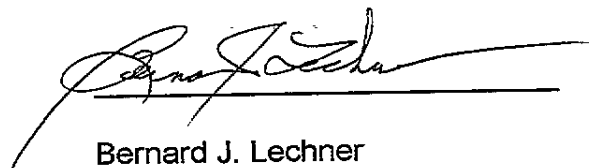
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his
hand and seal on July 1, 2002.



Bernard J. Lechner

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Bernard J. Lechner, having a business office identical with the registered office
of the corporation named on the previous pages, and having been designated as the
Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under Section 607.0505, Florida
Statutes.



Bernard J. Lechner