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EFFECTIVE DATE

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 Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

felipe gregorio tabacco world, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FELIPE GREGORIO TOBACCO WORLD, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Initial Office of Corporation

The name of this Corporation shall be FELIPE GREGORIO TOBACCO WORLD, INC. The initial mailing address of the Corporation shall be 2385 S. Dove Street, Alexandria, Virginia 22314.

ARTICLE II

Purpose and Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporations Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Capital Stock

The total authorized capital stock of the Corporation shall be Ten Million (10,000,000) shares of Common Capital Stock, par value \$0.01 per share. Stock shall be issued only as authorized by the affirmative vote of holders of not less than 75% of the shares of the Common Capital Stock of the Corporation entitled to vote and represented at a meeting at which a quorum is present. The Corporation elects to have preemptive rights in accordance with Section 607.0630 of the Florida Business Corporations Act.

ARTICLE IV

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

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Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

ARTICLE V
Term of Corporate Existence

The Corporation shall commence its existence on July 15, 2002 and shall have perpetual existence, unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131, and the name of the initial Registered Agent of the Corporation at the above address shall be Santiago J. Padilla, P.A. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the Registered Agent.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than three (3) persons, the exact number to be determined from time to time in accordance with the By Laws, and until such time as the By Laws have been adopted, the Board of Directors shall consist of one person.

ARTICLE VIII
Initial Board of Directors

The names and street address of the members of the initial Board of Directors of this Corporation is as follows:

Philip Gregory Wynne
2385 S. Dove Street
Alexandria, Virginia 22314

ARTICLE IX
Articles of Incorporation and By Laws

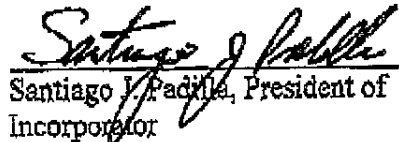
These Articles of Incorporation and the Bylaws of the Corporation may only be amended, altered, changed or repealed pursuant to the affirmative vote of not less than 75% of the shares of the Common Capital Stock of the Corporation entitled to vote and represented at a meeting at which a quorum is present.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 18 day of July 2002.

SANTIAGO J. PADILLA, P.A.

Attest:


Santiago J. Padilla, Secretary

By: 
Santiago J. Padilla, President of
Incorporator

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:


FELIPE GREGORIO TOBACCO WORLD, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1001 Brickell Bay Drive, Suite 1704, Miami, Florida 33131 as its initial Registered Office and has named Santiago J. Padilla, P.A., with a business office located at said address, as its initial Registered Agent.

Date: July 18, 2002

SANTIAGO J. PADILLA, P.A.

Attest:


Santiago J. Padilla, Secretary

By: 
Santiago J. Padilla, President of
Incorporator

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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ACKNOWLEDGEMENT OF REGISTERED AGENT

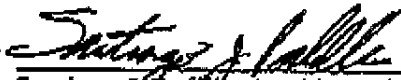
Having been named as Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Sections 48.091 and 607.0501 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

Date: July 18, 2002

SANTIAGO J. PADILLA, P.A.

Attest:


Santiago J. Padilla, Secretary

By: 
Santiago J. Padilla, President of
Registered Agent

Santiago J. Padilla, P.A.
1001 Brickell Bay Drive, Suite 1704
Miami, Florida 33131

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