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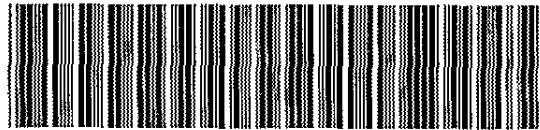
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Big City Cigar, Inc.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

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ARTICLES OF INCORPORATION
OF
BIG CITY CIGAR, INC.

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CLERK OF THE COURT
STATE OF FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be **BIG CITY CIGAR, INC.**

ARTICLE II. PRINCIPLE OFFICE

EFFECTIVE DATE
02-11-08

The principle place of business and mailing address of this corporation shall be **3919 Crystal Lake Drive, Pompano Beach, Florida 33064**. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors or Stockholders.

ARTICLE III. PURPOSE

The general nature of the business to be transacted by the corporation shall include any or all lawful business with all powers conferred upon Corporations by the Laws of the State of Florida. The corporation may adopt, change, amend and repeal By-laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its Stockholders. The corporations may also increase or diminish, by vote of its Stockholders, Shareholders, or members, cast as the By-laws may direct, the number of Directors, managers or trustees, provided, that the number shall never be less than one (1). Further, the corporation may make and enter into all contracts necessary and proper for the conduct of its business.

ARTICLE IV. SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten-thousand (10,000) shares of (\$1.00) One Dollar par value.

ARTICLE V. EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI. BEGINNING DATE

The date when the corporation existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereon, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The Initial Registered Agent and street address are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
I&A CORPORATE SERVICES, INC.	80 S.W. 8 th Street Suite 1720 Miami, Florida 33130

ARTICLE VIII. INCORPORATOR AND STREET ADDRESSES

The name and street address of each of the incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
I&A CORPORATE SERVICES, INC.	80 S.W. 8 th Street Suite 1720 Miami, Florida 33130

ARTICLE IX. INITIAL BOARD OF DIRECTORS
AND STREET ADDRESSES

The name and street address of the first Board of Directors who shall hold office for the first year of the corporation's existence, or, until their successors are elected or appointed and have qualified, is as follows: There shall at no time be less than (1) director.

<u>NAME</u>	<u>TITLE</u>	<u>STREET ADDRESS</u>
EDUARDO ORTEGA	Pres/Dir.	3919 Crystal Lake Drive Pompano Beach, Florida 33064

THE UNDERSIGNED INCORPORATOR has executed these Articles of
Incorporation this 11th day of February, 2003.

I&A Corporate Services, Inc.

By: 
BRANDON WEISS

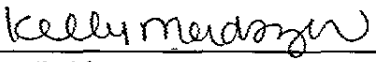
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and
County above named to take acknowledgments, appeared **BRANDON WEISS** who produced
Florida Driver License as identification, and acknowledged before me that he subscribed to
these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 11th day of
February 2003.



Kelly Mendoza
My Commission DD121822
Expires June 24, 2006


Notary Public Kelly Mendoza

**CERTIFICATE OF DESIGNATING OF
REGISTERED AGENT/ REGISTERED OFFICE OF

BIG CITY CIGAR, INC.**

Pursuant to the provisions of Section 607.0501 or 617.050, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statements in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is **BIG CITY CIGAR, INC.**

2. That **BIG CITY CIGAR, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, County of Miami-Dade, State of Florida, has named **I&A CORPORATE SERVICES, INC.**, 80 S.W. 8th Street, Suite 1720, Miami, Florida 33130 County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating 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 this 11th day of February 2003..

I&A CORPORATE SERVICES, INC.

By: 
BRANDON WEISS

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OF FLORIDA