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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03/06/03

137

**Raul M. Saenz, CPA
751 Falcon Ave
Miami Springs, Fl. 33166
Phone 305 796 9600
Fax 305 863 1773**

TRANSMITAL LETTER

March 3, 2003

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

Subject: USA TOBACCO DISTRIBUTING, INC.

Enclosed are the original and one (1) copy of articles of incorporation for the above mentioned Corporation together with a check for \$78.75, for the filing& certificate of status, payable to Florida Department of State. Please forward the executed registered copies to

**Raul M. Saenz, CPA
751 Falcon Ave.
Miami springs, Fl. 33166**

Thanking the Department for their prompt attention to this registration, I remain sincerely


Raul M. Saenz, CPA

**ARTICLES OF INCORPORATION
OF
USA TOBACCO DISTRIBUTING, INC.**

In compliance with Chapter 607 and / or Chapter 621, F.S. (Profit)

Article I Name

The name of the Corporation shall be:

U SA TOBACCO DISTRIBUTING, INC.

Article II Principal Office

The principal place of business and mailing address is:

5528 Haines Road North.

Mail Box 3

St. Petersburg, Fl. 33714

Article III Purpose

The purpose for which the Corporation is organized is:

Distribution of Consumables product

Articles IV Shares

The number of shares is:

7,500 shares @ \$ 1.00 par value.

Article V Initial Officers

The initial officers are:

Beth C. Saenz President

Beth C. Saenz Secretary

Beth C. Saenz Treasurer

Article VI Registered Agent

Raul M. Saenz

751 Falcon Ave.

Miami Springs, Fl. 33166

Article VII Incorporator

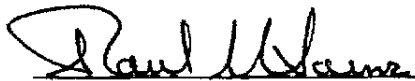
Beth C. Saenz

5528 Haines Road North

St Petersburg Fl. 33714

03 MAR -6 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent to accept services of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Raul M. Saenz, Registered Agent

2.24-03

Date



Beth C. Saenz, Incorporator

2.24-03.

Date