

P03000033278

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05-10-03--01056--015 \*\*78.75

EFFECTIVE DATE  
2-13-03

FILED  
03 MAR 10 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Law Offices  
**Pollack & Rosen**  
Professional Association

800 Douglas Road  
North Tower, Suite 450  
Coral Gables, Florida 33134

(305) 448-0006  
Fax (305) 569-0101

March 7, 2003

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**RE: Articles of Incorporation**

Gentlemen:

Enclosed please find the Articles of Incorporation for:

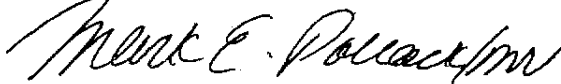
**Presidential Enterprises, Inc.**  
**President Tobacco, Co.**

Please incorporate same and forward to our office in the enclosed Federal Express package. Enclosed please find two checks for \$78.75 for the filing fees.

Thanking you in advance for your prompt attention.

Very truly yours,

POLLACK & ROSEN, P. A.



Mark E. Pollack, Esq.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 11, 2003

MARK E. POLLACK, ESQ.  
POLLACK & ROSEN, LAW OFFICES  
800 DOUGLAS ROAD, SUITE 450  
CORAL GABLES, FL 33134

SUBJECT: PRESIDENTIAL ENTERPRISES, INC.  
Ref. Number: W03000007033

We have received your document for PRESIDENTIAL ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is P96000044108.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Corporate Specialist  
New Filings Section

Letter Number: 103A00015363

**ARTICLES OF INCORPORATION  
FOR  
PRESIDENTIAL ENTERPRISES INTERNATIONAL, INC.**

**FILED**  
03 MAR 10 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I.**

The name of the corporation is "PRESIDENTIAL ENTERPRISES INTERNATIONAL, INC."

**EFFECTIVE DATE**  
**3-13-03**

**ARTICLE II.**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon the execution of these Articles of Incorporation.

**ARTICLE III.**

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the State of Florida. Additionally, the corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV.**

The corporation shall have the authority to issue not more than 15 MILLION shares of a common class with a par value of \$1.00 per share.

**ARTICLE V.**

The shareholders are hereby granted preemptive rights. Each shareholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others, which price may be in excess of par.

**ARTICLE VI.**

The principal address and mailing address of the corporation is 11900 Biscayne Boulevard, Suite 612, Miami, Florida 33181.

**ARTICLE VII.**

The street address if the initial registered office of the corporation is 11900 Biscayne Boulevard, Suite 612, Miami, Florida 33181. The name of the corporation's initial registered agent at said address is Phyllis Saunders.

**ARTICLE VIII.**

The name and street address of the incorporation is:

Phyllis Saunders  
11900 Biscayne Boulevard  
Suite 612  
Miami, Florida 33181

The name and street address of the initial President and Secretary of the Corporation is:

Phyllis Saunders  
11900 Biscayne Boulevard  
Suite 612  
Miami, Florida 33181

#### **ARTICLE IX.**

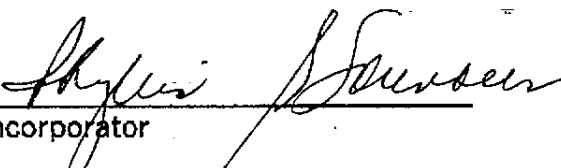
No contract or other transaction between a corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- (A) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (B) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (C) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

**ARTICLE X.**

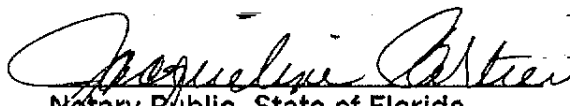
These Articles of Incorporation may be amended in the manner provided by Florida law.

Executed at Miami, Florida this 13 day of March, 2003.

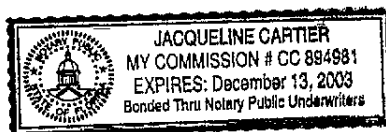
  
Incorporator

STATE OF FLORIDA        }  
                                  } SS  
COUNTY OF MIAMI DADE }

These Articles of Incorporation were acknowledged before me this 13 day of MARCH, 2003, by Phyllis Saunders, Incorporator, who is personally known to me or who produced a valid license as identification.

  
Notary Public, State of Florida

My Commission Expires:

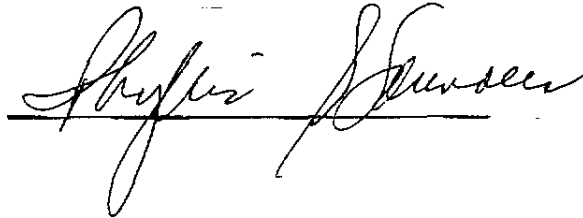


**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 12 day of March, 2003.

PHYLLIS SAUNDERS

A handwritten signature in cursive script, reading "Phyllis Saunders", is written over a horizontal line.

**FILED**  
03 MAR 10 PM 1:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA