

APR-07-03 MON 04:11 PM

LAZARUS CORPORATION

FAX: 305 220 1440

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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.
COCOA CIGARS CORPORATE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

COCOA CIGARS CORPORATE

The undersigned for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is Cocoa Cigars Corporate and the principal address shall be 550 Biltmore Way, Suite 740, Coral Gables, Florida 33134.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing to the Department of State.

Article III

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

INITIAL REGISTERED OFFICE AND AGENT

The street of the initial registered office of this corporation is 550 Biltmore Way, Suite 740, Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation is MARIBEL VARGAS.

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Article VI

DIRECTORS

(a) Number. This corporation shall have TWO (2) initially. The number of directors may have increased or diminished from time to time by the by-laws, but shall never be less than two.

(b) Initial Director. The name and street of the directors of the corporation are:

NAME**ADDRESS**

Name: Humberto Gonzalez
Position: President

Address: 550 Biltmore Way, Suite 740
Coral Gables, Florida 33134

Name: Zaida Fuenmayor de Gonzalez
Position: Director

Address: 550 Biltmore Way, Suite 740
Coral Gables, Florida 33134

(c) Compensation. The board of directors hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any other form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

The directors shall adopt the initial bylaws of this corporation. Bylaws shall be adopted, altered, amended or repealed from time to time either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

William J. Sanchez, Esq.
10621 N. Kendall Drive., Suite 211
Miami, Florida 33176

Article IX

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 04th day of April, 2003


William J. Sanchez

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48, 901, Florida Statutes, the following is submitted. **Cocoa Cigars** Corporate organizes or qualifies under the laws of the State of Florida, with its principal place of business 550 Biltmore Way, Suite 740, Coral Gables, Florida 33134, has named **Maribel Vargas**, located 550 Biltmore Way, Suite 740, Coral Gables, Florida 33134 as its agent and accept service of process within Florida.

Incorporator:


William J. Sanchez, Esq.

Date: 04/04/03

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Maribel Vargas (Registered Agent)

Date: 04/04/03

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