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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**  
*Tobacco*  
**PHOENIX HOLDINGS, INC.**

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CLERK OF STATE  
TALLAHASSEE FLORIDA

Articles of Incorporation

for

PHOENIX TOBACCO, INC.

ARTICLE I

The name of the Corporation shall be:

PHOENIX TOBACCO, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of shares:	100
Par Value Per Share:	\$1.00

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The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### ARTICLE V PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

#### ARTICLE VI INITIAL OFFICERS AND DIRECTORS

The name and address of each officer and director of the corporation is:

1. ARNOLD J. HECKER  
300 S. PINE ISLAND ROAD  
SUITE 258  
PLANTATION, FLORIDA 33324

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## ARTICLE VII

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be: 300 S. PINE ISLAND ROAD, SUITE 258  
PLANTATION, FLORIDA 33324

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide. The registered office and the principal office address of this Corporation is the same.

Arnold J. Hecker IS HEREBY APPOINTED AS REGISTERED AGENT of this Corporation. The mailing address of the designated Registered Agent is:

300 S. PINE ISLAND ROAD, SUITE 258  
PLANTATION, FLORIDA 33324

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one [1], nor more than fifteen [15] persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws.

They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws. The name and street address of the initial directors who will conduct the affairs of this Corporation until the first meeting and election and qualification of any successors:

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NAME: ARNOLD J. HECKER

ADDRESS: 300 S. PINE ISLAND ROAD, SUITE 258  
PLANTATION, FLORIDA 33324

## ARTICLES IX

### INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME: ARNOLD J. HECKER

ADDRESS: 300 S. PINE ISLAND ROAD, SUITE 258  
PLANTATION, FLORIDA 33324

## ARTICLE X

### SPECIAL PROVISION

It is the intent of the Incorporator and directors that the corporation qualify under §1244 of the Internal Revenue Code and that the corporation file a Subchapter S Corporation. Such actions as are necessary will be taken by the appropriate officer to accomplish this compliance.

## ARTICLE XI

### EFFECTIVE DATE

The corporation shall become effective as of the filing of these Articles with the Secretary of State, Division of Corporations.

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## ARTICLE XII MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of

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such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 24 day of April, 2003

Arnold Hecker  
Incorporator

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: *PHOENIX TOBACCO, INC.*
2. The name and address of the Registered Agent and office is:

ARNOLD J. HECKER  
300 S. PINE ISLAND ROAD, SUITE 258  
PLANTATION, FLORIDA 33324

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR 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.

April 24, 2003

Arnold Hecker  
Registered Agent

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