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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6-6-03  
[Signature]

Robert A. Hawthorne  
3522 SE 5<sup>th</sup> Place  
Cape Coral, Florida 33904

May 22, 2003

Re: Puff & Stuff, Inc

Dear Corporation Division:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A money order in the amount of **\$87.50** is enclosed for the **Filing Fee** and a **Certified Copy**.

Please send responses or receipts concerning this filing to the above address.

Thank you very much,



Robert A. Hawthorne  
Incorporator

Telephone: ( 239 ) 910 - 0409

**ARTICLES OF INCORPORATION  
OF  
PUFF & STUFF, Inc**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator submits these Articles of Incorporation for the purpose of forming a for-profit corporation.

**ARTICLE 1.** The name of the Corporation is:

**Puff & Stuff, Inc**

**ARTICLE 2.** The principal place of business and mailing address of this corporation is:

**Office Address:**

1947 Colonial Blvd.  
Ft. Myers, FL 33907

**Mailing Address:**

P.O. Box 6520  
Ft. Myers, FL 33911

**ARTICLE 3.** The corporation is a retail outlet open to the general public for the sale of tobacco and related accessories including collectables and fine pipes and cigars.

**ARTICLE 4.** The corporation is authorized to issue one class of stock, that being 5000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

**ARTICLE 5.** The name and address of the corporation's initial registered agent is:

**Robert A. Hawthorne  
3522 S.E. 5<sup>th</sup> Place  
Cape Coral, Florida 33905**

**ARTICLE 6.** The name and street address of the incorporator of this corporation is:

**Robert A. Hawthorne  
3522 SE 5<sup>th</sup> Place  
Cape Coral, Florida 33904**

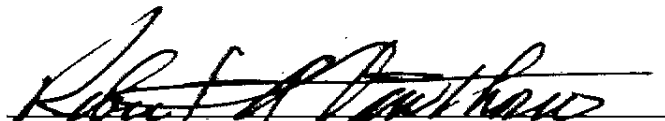
**ARTICLE 7.** The corporation shall have one director initially. The number may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

**Tamara J. Stanic  
P.O.Box 6520  
Fort Myers, FL 33911**

**ARTICLE 8.** No director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct or illegal actions.

**ARTICLE 9.** The initial officers of this corporation shall be President, Vice-President, Secretary and Treasurer.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen (18) years of age.

  
Robert A. Hawthorne, Incorporator

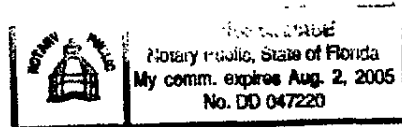
Date: 5/29/03

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF LEE        )

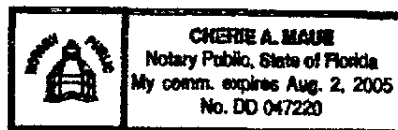
I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Robert A. Hawthorne, to me known to be the person described as subscriber in **Puff & Stuff, Inc.** and who executed the foregoing Articles of Incorporation, who produced Florida Drivers License No.: \_\_\_\_\_ and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 29 day of May, 2003.

  
Notary Public



(SEAL)



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607, 0501 of the Florida Business Corporation Act, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida:

**Puff & Stuff, Inc.**

The name and address of the corporation's registered agent and registered office is:

**Robert A. Hawthorne  
3522 SE 5<sup>th</sup> Place  
Cape Coral, Florida 33904**

Having been named as the 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.



Robert A. Hawthorne, Registered Agent

Date of Signature: \_\_\_\_\_

5/29/03