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FLORIDA PROFIT/NON PROFIT CORPORATION

hemingway cigars inc.

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J. Shivers SEP 12 2006

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ARTICLES OF INCORPORATION

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OF

HEMINGWAY CIGARS INC.

We, the undersigned subscribers to these Articles of Incorporation, natural persons and competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be: **HEMINGWAY CIGARS INC.**

ARTICLE II

Nature of Business

The general nature of business to be transacted by this corporation is sale of tobacco products as well as any other activities or business permitted under the Laws of the United States and the State of Florida. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in other states and countries.

Commercial Tax Service Janet Vasallo
Public Accountant 1212 SW 2 Street Miami, FL 33135
(305) 643-2482

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TALLAHASSEE, FLORIDA

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ARTICLE III

Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 500 shares.

ARTICLE IV

Initial Capital

The amount of capital with this corporation will begin with no less than Five Hundred Dollars.

ARTICLE V

Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Principal Place of Business

The initial street address in this state of the principal office of this corporation is 209 Commercial Blvd in Lauderdale By the Sea, FL 33308 in Broward County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

Directors

This corporation shall have no less than one director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

ARTICLE VIII

Initial Directors

The name and street address of the members of the first Board of Directors are:

**GILBERTO CARRENO, President/Vice-President/Treasurer
32 SW 132 Court
Miami, FL 33184**

ARTICLE IX

Subscribers

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:


<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Gilberto Carreno	32 SW 132 Court Miami, FL 33184	500 @ \$1=\$500

ARTICLE X

Registered Agent

The initial registered office will be at 209 Commercial Blvd in Lauderdale By The Sea, FL 33308 and the registered agent is Gilberto Carreno. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provision of the said act relative to keeping open said office.

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By:  Registered Agent

ARTICLE XI

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made. IN WITNESS THEREOF.


President/Vice-President/Treasurer

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