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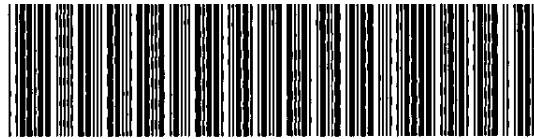
(Business Entity Name)

(Document Number)

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07 MAR 28 AM 11:01

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 MAR 29 PM 12:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes and signatures, including "1/2", "7/15/70", and "3/29".



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 824341 4326591

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 128,775

ORDER DATE : March 28, 2007

ORDER TIME : 10:20 AM

ORDER NO. : 824341-005

CUSTOMER NO: 4326591

DOMESTIC FILING

NAME: DOMREY CIGAR, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2007

CSC
ATTN:HARRY B DAVIS

SUBJECT: DOMREY CIGAR, INC
Ref. Number: W07000015470

RESUBMIT
Please give original
submission date as file date.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your Certificate of Domestication is not the same as the one we have on file.,

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes
Document Specialist
New Filing Section

Letter Number: 907A00021568

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, Michael J. Chiusano, the duly appointed President of DomRey Cigar, Ltd. Company, a corporation organized under the laws of the Commonwealth of Massachusetts, in accordance with Section 607.1801 of the Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was August 20, 1996.
2. The jurisdiction where the corporation was first formed, incorporated, or otherwise came into being was the Commonwealth of Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was DomRey Cigar, Ltd. Company
4. The name of the corporation, as set forth in its Articles of Incorporation to be filed pursuant to Sections 607.0202 and 607.0401 of the Florida Statutes, with this certificate is DomRey Cigar, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was the Commonwealth of Massachusetts.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 607.1801 of the Florida Statutes.
7. This Certificate of Domestication shall be effective at 11:59 p.m. on March 31, 2007.

I am the duly appointed President of DomRey Cigar, Ltd. Company, and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so on March 26, 2007.



Michael J. Chiusano, President

**ARTICLES OF INCORPORATION
OF
DOMREY CIGAR, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Florida Act"), adopts the following articles of incorporation for such corporation (the "Corporation");

**Article I
Name**

The name of the Corporation is DomRey Cigar, Inc.

**Article II
Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 1812 44th Avenue East, Bradenton, Florida 34203.

**Article III
Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the Corporation (the "Shares") shall consist of one class only and shall be comprised of 200,000 shares of common capital stock without par value of which (i) 100,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the shareholders of the Corporation, and (ii) 100,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights, except as otherwise required by the Florida Act. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the Corporation and in the assets of the Corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All Shares when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of the Corporation there shall be no cumulative voting of the Shares entitled to vote at such election.

Article IV
Restrictions on Transfer of Shares

Unless otherwise restricted, any shareholder, including the heirs, assigns, executors or administrators of a deceased shareholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the Corporation through the Board of Directors, in the manner following:

He shall notify the directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer and the name of an arbitrator. The directors shall within thirty (30) days thereafter either accept the offer, or by notice to him in writing, name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrators.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be a liberty to dispose of the same in any manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with but the Board of Directors may in any particular instance waive the requirement.

Any other restrictions on certain stocks issued shall have such restrictions set forth on the back of each share of stock so restricted, if any, including but not limited to any preemptive rights and redemption rights.

Article V
Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of the Corporation's initial registered agent at that address is Fowler White Boggs Banker P.A., c/o David M. Doney.

Article VI
Incorporator

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Michael J. Chiusano	1812 44th Avenue East Bradenton, Florida 34203

Article VII
Initial Directors

The Corporation initially shall have one (1) director, whose name and address is:

<u>Name</u>	<u>Address</u>
Michael J. Chiusano	1812 44th Avenue East Bradenton, Florida 34203

Article VIII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Act.

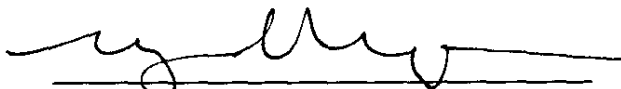
The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Act is amended after the filing of these Articles of Incorporation of which this Article VIII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article IX
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.


Michael J. Chiusano, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for DomKey Cigar, Inc., at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

FOWLER WHITE BOGGS BANKER P.A.

By: David M. Doney
David M. Doney
Authorized Agent

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TALLAHASSEE, FLORIDA