

**Electronic Articles of Incorporation
For**

P12000002852
FILED
January 09, 2012
Sec. Of State
psmith

HAVANA'S DOWNTOWN CIGARS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HAVANA'S DOWNTOWN CIGARS, INC.

Article II

The principal place of business address:

214 SOUTHEAST 2ND AVENUE
GAINESVILLE, FL. 32601

The mailing address of the corporation is:

114 SOUTHEAST 1ST STREET
SUITE #9
GAINESVILLE, FL. 32601

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

ROBERT W BATSEL
2201 SOUTHEAST 30TH AVENUE
OCALA, FL. 34471

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: ROBERT W. BATSEL

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Article VI

The name and address of the incorporator is:

WILLIAM B. SCHEEL
114 SOUTHEAST 1ST STREET
SUITE #9
GAINESVILLE, FL. 32601

Electronic Signature of Incorporator: WILLIAM B. SCHEEL

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: DP
WILLIAM B SCHEEL
114 SOUTHEAST 1ST STREET, SUITE #9
GAINESVILLE, FL. 32601

Article VIII

The effective date for this corporation shall be:

01/01/2012