

P17000025086

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ROYAL AGIO CIGARS USA INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ROYAL AGIO CIGARS USA INC.**

1. The name of this corporation is Royal Agio Cigars USA Inc., a Florida corporation (the "Corporation"), whose principal office address is 1812 44<sup>th</sup> Avenue East, Bradenton, Florida 34203.

2. The Articles of Incorporation of the Corporation, originally filed March 17, 2017, under Document No. P17000025086, are hereby deleted in their entirety and amended and restated to read as follows:

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Royal Agio Cigars USA Inc. Its principal office address and business mailing address is 1812 44<sup>th</sup> Avenue East, Bradenton, Florida 34203.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$0.001 per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the name of the initial registered agent at that address is CF

Registered Agent, Inc., a Florida corporation, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The names and addresses of the directors constituting the Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Boris Wintermans	Wolverstraat 23 5525 AR Duizel The Netherlands
Marcel Michels	Wolverstraat 23 5525 AR Duizel The Netherlands
Ton Mens	Wolverstraat 23 5525 AR Duizel The Netherlands

#### **ARTICLE VII – OFFICERS**

The initial officers of the Corporation shall be:

President	-	Boris Wintermans
Vice President and General Manager	-	George Margioukla
Secretary	-	Marcel Michels
Treasurer	-	Ton Mens

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being named in the Amended and Restated Articles of Incorporation of Royal Agio Cigars USA Inc., as the Registered Agent of this company, hereby consents to accept service of process for the above-stated company at the place designated in the Amended and Restated Articles of Incorporation, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of their duties, and is familiar with and accepts the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

REGISTERED AGENT:

CF Registered Agent, Inc.

Dated: July 24, 2017

By: 

Seth P. Joseph, Authorized Agent

3. The foregoing Amended and Restated Articles of Incorporation was adopted by the sole Incorporator of the Company on July 24, 2017, by written consent, in accordance with Section 607.1005, before the issuance of shares.

4. As of this date and as of the date of the adoption of these Amended and Restated Articles of Incorporation, none of the Company's 10,000 shares of authorized common stock have been issued.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on this 24<sup>th</sup> day of July, 2017.

Royal Agio Cigars USA Inc., a Florida corporation

By: 

Seth P. Joseph, Incorporator