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DIVISION OF STATE
New Filing Section
P. O. Box 6327
Tallahassee, Fl 32314

MAY 22
~~February 24~~, 1998

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-05/30/95--01065--019
****122.50 ****122.50

RE: FILING ARTICLES OF INCORPORATION FOR
RICK'S CIGARS, INC.

Attent: Dept. of State personnel:

Please find enclosed our proposed Articles of
Incorporation and check number 527 in the amount of \$122.50
for the filing fee. Your attention to this matter is
appreciated.

Very truly yours,



Stephen M. Joseph

FILED
95 MAY 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File
6-7

ARTICLES OF INCORPORATION
OF
RICK'S CIGARS, INC.

FILED
95 MAY 30 PM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be RICK'S CIGARS, INC.. The address of the principal office of this corporation shall be 11117 West Okeechobee Road, Suite 104, Hialeah Gardens, Florida 33016 and the mailing address shall be the same.

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business including but not limited to the the wholesale and retail distribution of cigars and tobacco related products as permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a \$1.00 par value per share as issued pursuant to that particular Shareholder Agreement dated February 24, 1995.

ARTICLE IV ADDRESS

The street address of the registered office of the corporation shall be 665 Buttonwood Lane, Miami, Florida 33137, and the name of the registered agent of the corporation at that address is STEPHEN M. JOSEPH, ESQ..

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of section 1244 of the Internal Revenue Code, and [sub chapter S "IRC, 26 U.S.C. 1361, et. seq.] shall take all actions necessary to obtain and maintain its status as a an "S" corporation as defined therein.

ARTICLE VII INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

STEPHEN M. JOSEPH, ESQ.
665 Buttonwood Lane
Miami, Florida 3337
(305) 861-5955

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal STEPHEN M. JOSEPH, on this 24th day of February, 1995.

BY:


STEPHEN M. JOSEPH

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION:

STEPHEN M. JOSEPH, an individual transacting business in this State, having a business address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY:


STEPHEN M. JOSEPH