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**P9500064389**

ACCOUNT NO. : 072100000032

REFERENCE : 665644 31427A

AUTHORIZATION

COST LIMIT : \$

ORDER DATE : August 21, 1995

ORDER TIME : 9:21 AM

ORDER NO. : 665644

CUSTOMER NO: 81427A

CUSTOMER: Ms. Belinda B. Gonzalez  
MIGUEL A. MENDEZ, JR., PA

Suite 250  
2240 Palm Beach Lakes  
West Palm Beach, FL 33409

11/11/95 11:11:11  
11/11/95 11:11:11  
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DOMESTIC FILING

NAME: CIGARS EXPRESS, INC.

X ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: \_\_\_\_\_

35 AUG 21 1995  
RECEIVED  
TALLAHASSEE, FL 32301  
11/11/95

ARTICLES OF INCORPORATION  
OF  
CIGARS EXPRESS, INC.

FILED  
05 AUG 21 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the Florida General Corporation Act as set forth in Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

Corporation Name

The name of this corporation shall be CIGARS EXPRESS, INC.

ARTICLE II

Corporate Existence

This corporation shall have perpetual existence commencing upon the filing of these Articles with the Office of the Secretary of State for the State of Florida. The corporation shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in the operation of sales and marketing enterprise of cigars, tobacco products and to include, but not be limited to, any and all other incidental and consequential business and contracting ventures

associated thereto, and to engage in any and all other business as permitted under the laws of the State of Florida.

#### ARTICLE IV

##### Authorized Shares of Capital Stock

The aggregate number of shares which the corporation is authorized to issue is TEN THOUSAND (10,000). Such shares shall be of a single class, and shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

#### ARTICLE V

##### Registered Office and Registered Agent

The corporation shall commence doing business at 734 W. Flagler Street, Miami, Dade County, Florida 33130.

The initial Registered Office of this corporation shall be at 734 W. Flagler Street, Miami, Dade County, Florida 33130, with the privilege being granted unto it of having its offices and branch offices at other places within or outside the State of Florida as the Board of Directors may from time to time deem appropriate and convenient.

The initial Registered Agent at the corporate address shall be **Antonio F. Suarez**.

#### ARTICLE VI

##### Initial Board of Directors

The number of directors constituting the Board of Directors of the corporation shall be determined in accordance with the Bylaws, but shall not be less than one (1). The name and

address of the persons who are to serve as members of the initial Board of Directors are set forth below:

**Antonio F. Suarez**

734 W. Flagler Street  
Miami, Florida 33130

#### **ARTICLE VII**

##### **Incorporator**

The name and address of the incorporator for this corporation is as follows:

**Antonio F. Suarez**

734 W. Flagler Street  
Miami, Florida 33130

#### **ARTICLE VIII**

##### **Initial Corporate Officer**

The initial Officers of said corporation as appointed by the Incorporator are set forth below:

PRESIDENT: **Antonio F. Suarez**

SECRETARY: **Antonio F. Suarez**

TREASURER: **Antonio F. Suarez**

#### **ARTICLE IX**

##### **Indemnification**

The corporation shall indemnify each director, officer and shareholder of the corporation

against any and all liability and expenses incurred by those persons in connection with or arising out of any action, suit or proceeding in which those persons may be involved, by reason of those persons being or having been an officer, director or shareholder of the corporation to the fullest extent permitted by the laws of the State of Florida.

#### **ARTICLE X**

##### **Right of Alienation and Redemption**

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith, retaining the right of alienation of shares of stock of this corporation and providing for the purchase or redemption of the corporation of its shares of stock.

#### **ARTICLE XI**

##### **Amendments**

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation or the Bylaws shall be vested in the Board of Directors of this corporation, and any right conferred upon the shareholders is therefore subject to this Article XI.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto executed the

foregoing Articles of Incorporation of CIGARS EXPRESS, INC., this 16<sup>TH</sup> day of August, 1995.

By: [Signature]  
Antonio F. Suárez  
Incorporator

STATE OF FLORIDA                    )  
  )ss  
COUNTY OF DADE                    )

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgements, personally appeared, Antonio F. Suarez, this 16<sup>TH</sup> day of August, 1995, who is (personally known to me) or (who has produced) \_\_\_\_\_, (type of identification) who did (did not) take an oath, and acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

[Signature]  
TYPE NAME: \_\_\_\_\_  
Notary Public, State of Florida  
Commission Number: \_\_\_\_\_  
My commission expires: \_\_\_\_\_



MIGUEL A. MENDEZ, JR.  
COMMISSION # CC 402443  
EXPIRES AUG 23, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE OF**  
**REGISTERED AGENT DESIGNATION**

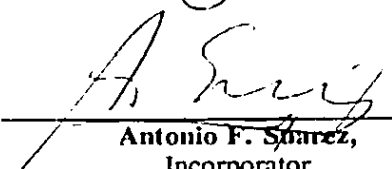
**On Behalf Of**  
**CIGARS EXPRESS, INC.**

FILED  
95 AUG 21 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Antonio F. Suarez, hereby acknowledges and accepts the designation of himself as Registered Agent for CIGARS EXPRESS, INC., and agrees to serve thereto in compliance with all the laws of the State of Florida.

The undersigned, Antonio F. Suarez, further acknowledges that the office of the Registered Agent shall be located at 734 W. Flagler Street, Miami, Dade County, Florida 33130.

DATED this 16<sup>TH</sup> day of August, 1995.

  
\_\_\_\_\_  
Antonio F. Suarez,  
Incorporator