

P950000 68903

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matlor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*SILAHON / 30174 GAVE
AUTHORITY TO
CORP. RECORDS
DATE
DUE EX...*

SEP - 7 1995

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 9.7 1100

RE: Caribbean Cigar
Holding Corp

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S	5.00001579265	
<input type="checkbox"/> Fictitious Name File	09/07/95--010/9--010	
	*****70.00	*****70.00
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

95 SEP -7 AM 11:57

ARTICLES OF INCORPORATION

FOR

CARIBBEAN CIGAR HOLDING CORP.

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

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be:

CARIBBEAN CIGAR HOLDING CORP.

The address of the principal office of this corporation shall be:

103400 U.S. Route 1

Key Largo, FL 33486

ARTICLE II

PURPOSE AND POWERS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, county, 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 10,000,000 shares of common stock, \$.001 par value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

KEVIN DOYLE

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

JEFFREY G. KLEIN

SUITE 270

2600 NORTH MILITARY TRAIL

BOCA RATON, FLORIDA 33431

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII


INCORPORATOR

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

*JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL,
BOCA RATON, FLORIDA 33431*

IN WITNESS WHEREOF, I have made and subscribed these

Articles of Incorporation this 30 day of August, 1995




JEFFREY G. KLEIN, INCORPORATOR

95 SEP -7 AM 11:08

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

JEFFREY G. KLEIN, having been designated as the Registered Agent in the above ARTICLES OF INCORPORATION, is familiar with and accepts the obligations of the position of Registered agent under Section 607.0505, Florida Statutes.


JEFFREY G. KLEIN, REGISTERED AGENT

CAPITAL CONNECTION, INC.

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TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

CK No.

WALK-IN
Will Pick Up

2/20 12:00

No 52345
RE: Caribbean Cigar
Holding Corp.

C.C. FEE.

DISBURSED

Capital Expenses

Art. of Amend. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

() Cert. Copy(s)

✓ Art. of Amend. File

Dissolution/Withdrawal

C U S -

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. _____ Copies

Courier Service _____

Shipping/Handling

Phone ()

Top Priority

Express Mail Prop.

FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 16% per Annum.THANK YOU
from
Your Capital Connection500001718265
-02/19/96--01066--002
*****35.00*****35.00RECEIVED
96 FEB 20 PM 11:25
TALLAHASSEE, FLORIDARECEIVED
96 FEB 19 PM 1:39
DIVISION OF CORPORATIONH/MC
Chang
DC 2/21/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 20, 1996

CAPITAL CONNECTION, INC.

SUBJECT: CARIBBEAN CIGAR HOLDING CORP.
Ref. Number: P95000068903

We have received your document for CARIBBEAN CIGAR HOLDING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 196A00007320

*Corrected,
Thank you, Darlene
Woody*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CARIBBEAN CIGAR HOLDING CORP.

FILED
96 FEB 20 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, being the Secretary and Treasurer respectively of, CARIBBEAN CIGAR HOLDING CORP. (the "Company") hereby certifies that:


FIRST: The name of the corporation is hereby changed to Caribbean Cigar Company, Inc.

SECOND: The foregoing amendments were authorized and adopted by resolution of the Board of Directors and approved by the shareholders owning a majority of the Company's issued and outstanding shares of stock pursuant to the written consent of a majority of the shareholders in lieu of a special meeting on December 18, 1995.

THIRD: The effective date of these Articles of Amendment to the Articles of Incorporation shall be effective upon filing with the Department of State.

The amendment was approved by a majority vote of the shareholders. The number of votes cast by the shareholders was sufficient for approval.

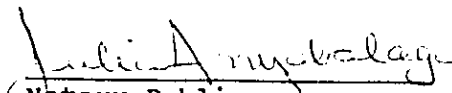
IN WITNESS WHEREOF the undersigned have submitted this
Certificate of Amendment to the Articles of Incorporation and
affirm the same as true under penalties of perjury this __ day of
December, 1995.

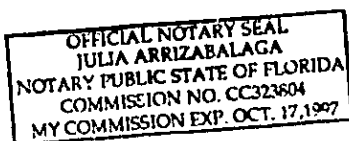


Michael Risley, vice president/secretary/treasurer/director

STATE OF Florida)
COUNTY OF)

The foregoing instrument was acknowledge before me this 12
day of Feb. 1995, by Michael Risley who is personally
known to me or has produced _____ as
identification and who did take an oath.


(Notary Public



CAPITAL CONNECTION, INC.

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TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Company, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>photo</u>		
<input checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S		
<input type="checkbox"/> Fictitious Name File	400001812874	
<input type="checkbox"/> Name Reservation	****35.00	****35.00
<input type="checkbox"/> Annual Report/Reinstatement		
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<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY NC _____

WALK-IN 5/8 11:00
Will Pick Up

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CARIBBEAN CIGAR COMPANY, INC

FILED
96 MAY -8 AM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

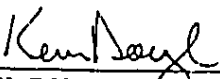
The Undersigned, being the President and Secretary and Treasurer respectively of, Caribbean Cigar Company, Inc. (the "Company") hereby certifies that:

FIRST: The name of the Company is hereby changed to Caribbean Cigar Company.

SECOND: The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by a majority of the shareholders owning all of the issued and outstanding shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting. The number of votes cast by the shareholders was sufficient for approval.

THIRD: The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned have submitted these Certificate of Amendment to the Certificate of Incorporation and affirm the same as true under penalties of perjury this __ day of April 1996



KEVIN DOYLE, president



MICHAEL RISLEY, secretary

Document Number Only

F95000068903

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Caribbean Cigar Company

- ☐ Profit
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign

Restated Articles
☒ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement

☐ Annual Report
☐ Reservation

☐ Other
☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fic. Name
☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

RECEIVED
TALLAHASSEE, FLORIDA
MAY 23 1989

RECEIVED
TALLAHASSEE, FLORIDA
MAY 23 1989
SECRETARY OF STATE

PLEASE RETURN EXTRA COPIES
FILE STAMPED

5-23

Handwritten notes:
FBI
5/23

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CARIBBEAN CIGAR COMPANY

FILED
96 MAY 23 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned Corporation adopts these Amended and Restated Articles of Incorporation.

1. The name of the Corporation is Caribbean Cigar Company (the "corporation").
2. The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is Caribbean Cigar Company. The address of the principal office and the mailing address of this corporation is 6265 S.W. Eig th Street, Miami, Florida 33144.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III - CAPITAL STOCK

- A. The total number of shares of capital stock which this corporation is authorized to issue is twelve million 12,000,000 shares, of which:

(i) 2,000,000 shares shall be designated as Preferred Stock, and shall have a par value of \$.001 per share; and

(ii) 10,000,000 shares shall be designated as Common Stock, and shall have a par value of \$.001 per share.

B. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

(i) the designation of such series;

(ii) the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series or capital stock, whether such dividends shall be cumulative or noncumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the corporation;

(iii) whether the shares of such series shall be subject to redemption by the corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;

(iv) the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;

(v) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;

(vi) the extent, if any, to which the holders of the shares of such series shall be entitled to vote, as a class or otherwise, with respect to the election of the directors or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

(vii) the restrictions, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and

(viii) the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of assets of, the corporation.

C. No holder of any stock of the corporation of any class or series now or hereafter authorized, shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the corporation.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such office is:

Name

Thomas R. Dilk

Address

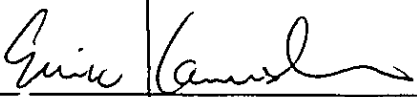
6265 S.W. Eighth Street
Miami, Florida 33144

ARTICLE V - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

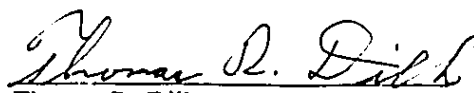
3. These Amended and Restated Articles of Incorporation were approved on the 22nd day of May, 1996 by the written consent of the holders of a majority of the outstanding shares of the corporation, representing a sufficient numbers of votes for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of May, 1996.


Eric Kamisher, Secretary

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Amended and Restated Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.


Thomas R. Dilk
Registered Agent

FILED
96 MAY 23 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA