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Please Reply To: Miami Office

February 2, 1996

DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

300001706223
-02/05/96--01053--015
***122.50 ***122.50

Re: ALL CIGARS, INC.

Gentlemen:

In connection with the incorporation of All Cigars, Inc., enclosed please find the original and one copy of Articles of Incorporation, Certificate Designating Resident Agent, and payment in the amount of \$122.50 to cover the following fees:

- | | |
|---------------------------------|----------|
| 1. Filing fee | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified copy | 52.50 |

Please file the original Articles of Incorporation and certificate designating registered agent, and return the certified copy to me at your earliest convenience.

Very truly yours,

Peter R. Restani
PETER R. RESTANI

PRR/cr
encls.

FEB 8 1996

BSR

FILED
FEB -5 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ALL CIGARS, INC.

FILED

96 FEB -5 PM 12:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is ALL CIGARS, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is:

To engage in every aspect and phase of any activity or business permitted under the laws of the United States and of the laws of the State of Florida, including, but not limited to retail sales of cigars, tobacco products and accessories, and beverages, alcoholic and non-alcoholic.

ARTICLE III

CORPORATE POWERS: This corporation shall, unless otherwise provided by its Certificate of Incorporation or by law, have power to:

1. sue or be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
2. adopt and use a common corporate seal and alter the same;
3. appoint such officers and agents as its affairs shall require and allow them suitable compensation;
4. adopt, change, amend and repeal by-laws not inconsistent with the law of this state or its Certificate of Incorporation for the exercise of its corporate powers the management, regulation, and government of its affairs and property, the transfer on its records of its stock or other evidences of interest or membership, and the calling and holding of meetings of its stockholders;

5. increase or diminish, by vote of its stockholders, shareholders, or members, cast as the by-laws may direct, the number of directors, managers, or trustees, provided that the number shall never be less than one;

6. make and enter into all contracts necessary and proper for the conduct of its business;

7. (a) conduct business, have one or more offices in and by, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, in this state and in any other several states, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries;

(b) purchase the corporate assets of any other corporation and engage in the same character of business;

(c) acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks, and any licenses or other rights of interests thereunder or therein;

(d) take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it;

8. (a) guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stocks to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock;

(b) purchase, hold, sell, and transfer shares of its own capital stock, provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purposes of any stockholders' quorum or vote;

9. do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation whether or not such business is similar in nature to the objectives enumerated in its Certificate of Incorporation;

10. (a) contract debts and borrow money at such rates of interest not to exceed the lawful rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deems expedient;

(b) provisions may be made in such instrument for transferring corporate property of every kind and nature then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures, or other evidences of indebtedness issued or debts or sums of money owing by said corporation;

(c) in case of the sale of any property by virtue of any such instrument or of any foreclosure, the party acquiring the title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonging to and were enjoyed by the corporation executing the instrument or contracting the debt;

11. (a) limit and regulate the right of stockholders to transfer their stock and provide terms and limitations of stock;

(b) provide for the government of the association by the purely cooperative custom of one man, one vote; and

(c) distribute earnings wholly or in part, on the basis of or in proportion to the amount of property bought from or sold to its members or other customers or of labor performed for or services rendered to the association;

12. make gifts for educational, scientific, or charitable purposes;

13. indemnify any person made a party to an action or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense or settlement of such action or in connection

with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation;

14. indemnify any person made a party to the action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person in his capacity as director or officer of the corporation or of any other corporation which he served as such at the request of the corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, or any appeal therein if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings without reasonable grounds for belief that such action was unlawful. The termination of any such civil or criminal action, suit, or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, each with a nominal par value of ONE (\$1.00) DOLLAR per share. The consideration to be paid for each share shall be determined by the Board of Directors. Preemptive rights to such shares are granted to the shareholders of this corporation.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

TERM OF EXISTENCE: This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

ADDRESS: The street address of this corporation's principal office in this state is:

17028 Collins Avenue
Sunny Isles, FL 33160

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VIII

REGISTERED AGENT: The name of the Registered Agent located at the corporation's registered office is:

Nayda Reyes

ARTICLE IX

DIRECTORS: The corporation shall have two (2) directors initially; the number of directors may be increased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE X

INITIAL DIRECTOR: The names and post office addresses of the first Board of Directors are:

Johnny Vargas
17028 Collins Avenue
Sunny Isles, Florida 33160

Nayda Reyes
17028 Collins Avenue
Sunny Isles, Florida 33160

The above director shall hold office for the first year of the corporation's existence, or until his successor is elected and has qualified.

ARTICLE XI

SUBSCRIBER: The name and post office address of the subscriber to these Articles of Incorporation is:

Nayda Reyes
17028 Collins Avenue
Sunny Isles, Florida 33160

ARTICLE XII

AMENDMENT: The officers of this corporation shall be president, vice president, secretary, and treasurer, and such other officers as may be deemed necessary. All officers shall be chosen by such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. The corporation reserves the right to amend, alter, change, and/or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to that reservation.

Johnny Vargas
Johnny Vargas

Nayda Reyes
Nayda Reyes

STATE OF New York

COUNTY OF Westchester

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Johnny Vargas and

Nayda Reyes, to me known and known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 25th day of January, 1996.

VINCENT GELARDI
Notary Public, State of New York
No. 4857533
Qualified in Westchester County
Commission Expires March 31, 1996
Tomb

[Signature]
Notary Public
State of New York at Large

My commission expires:

I HEREBY ACCEPT the designation as Registered Agent of ALL
CIGARS, INC.

Nayda Reyes
Nayda Reyes

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT ALL CIGARS, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT CITY OF SUNNY ISLES, STATE OF FLORIDA, HAS NAMED
NAYDA REYES, LOCATED AT 17028 COLLINS AVENUE, CITY OF SUNNY
ISLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE

Johnny Vazquez
CORPORATE OFFICER

TITLE PRESIDENT

DATE

January 25, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Nayda Reyes
(RESIDENT AGENT)

DATE

January 26, 1996

FILED
95 FEB -5 PM 12:41
CLERK OF DISTRICT COURT
JANUARY 25 1996
STATE OF FLORIDA