

T. P. C. CIGAR COMPANY

P96000016604

FILED
FEB 20 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 21, 1996

State of Florida
Division of Corporations
Tallahassee, Florida 32302

Gentlemen:

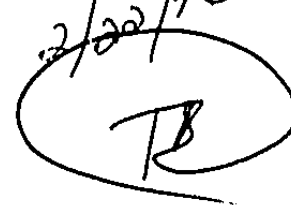
Enclosed please find the articles of incorporation of T.P.C Cigar Company, and our check in the amount of \$122.50. Kindly send us proof of filing as soon as possible.

Very truly yours,


Humberto J. Cortina

Enclosure

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-02/22/96--01005--001
***122.50 ***122.50

2/22/96


996# - 7874

**ARTICLES OF INCORPORATION
OF
T.P.C. CIGAR COMPANY**

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SECRETARY OF STATE
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ARTICLE I - NAME

The name of this Corporation is T.P.C., Cigar Company.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 3000 shares of one (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL PRINCIPAL OFFICE, MAILING
ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of this Corporation Humberto J. Cortina, 4064 Bonita Avenue, Miami, Florida 33133. The principal office and mailing address are at the same address.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (3) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------------|-----------------------------------------------------|
| CARLOS TORANO | 5015 S. W. 87th Court Miami, Florida |
| SERGIO PEREIRA | 50 S. Prospect Drive Coral Gables, Florida 33133 |
| HUMBERTO J. CORTINA | 4064 Bonita Avenue Miami, Florida 33133 |

ARTICLE VII - BY-LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share there of (as nearly as may be done without issuance of fractional shares at the price at which it is offered to others).

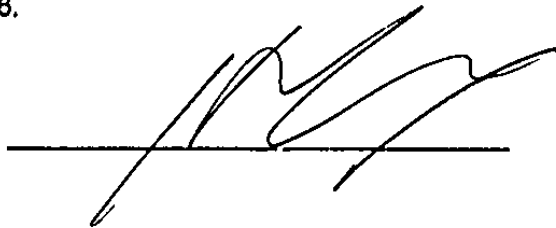
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is HUMBERTO J. CORTINA.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21st day of January, 1996.



**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:

THAT T.P.C. CIGAR COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4631 S.W. 75TH AVENUE, MIAMI, FLORIDA 33155, HAS NAMED HUMBERTO J. CORTINA, LOCATED AT 4064 BONITA AVENUE, MIAMI, FLORIDA 33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: _____

DATE: 1-21-96

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 ORDER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Registered Agent

DATE: 1-21-96