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FLORIDA DIVISION OF CORPORATIONS  
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1492 E. FLAGLER ST.

STATE OF FLORIDA

SUITE 200

409 N. W. 16th Ave.

MIAMI, FL 33135

TALLAHASSEE, FL 32309

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LA CASA DEL HABANO, INC.

FAX AUDIT NUMBER: H96000002625

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/23/1998

TIME REQUESTED: 09:42:53

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.60

ACCOUNT NUMBER: 072450003256

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The House of CIGARS, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

LA CASA DEL HABANO, INC.

ARTICLE I

Name

The name of this corporation is:

LA CASA DEL HABANO, INC.

ARTICLE II

Purpose

This corporation may engage in any lawful business for which a corporation may be incorporated in the State of Florida, including, but not limited to, the production, sale, import and export of tobacco products.

ARTICLE III

Capital Stock

This corporation is authorized to issue 100,000 shares of common stock of \$0.01 per value each.

ARTICLE IV

Preemptive Rights

The corporation elects to have preemptive rights.

ARTICLE V

Restrictions on transfer of shares

The bylaws of this corporation may impose restrictions on the transfer or registration of its shares for any reasonable purpose and such restrictions shall be binding on the holder or a

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TALLAHASSEE, FLORIDA

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PREPARED BY: JOSE M. CERVERA

FLA BAR NO. 323901

782 NW 42 AVE. #637

MIAMI, FL 33126

(305) 441-0003

transferee of the holder, pursuant to section 607.0627 of the Florida Business Corporation Act, as presently enacted.

#### ARTICLE VI

##### Main Place of Business, Initial Registered Office and Agent

The initial registered office, and mailing address of the Corporation is: 1935 West Flagler Street, Miami, Florida 33135 and the Registered Agent is: ANTONIO R. CABALLERO.

#### ARTICLE VII

##### Initial Board of Directors

The corporation shall have the number of directors specified in the by-laws. The number of directors may be either increased or decreased from time to time in the manner provided in the by-laws.

#### ARTICLE VIII

##### Incorporators

The names and addresses of the persons signing these articles are:

| <u>Name</u>          | <u>Street Address</u>                            |
|----------------------|--------------------------------------------------|
| ANTONIO R. CABALLERO | 1935 West Flagler Street<br>Miami, Florida 33135 |
| FILIBERTO MARIMON    | 200 S.W. 61st Avenue<br>Miami, Florida 33144     |

#### ARTICLE IX

##### Officers

This corporation shall have the officers described in its by-laws or appointed by the board of directors in accordance with the by-laws.

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**ARTICLE X****By-Laws**

The power to adopt, alter, amend or repeal by-laws, shall be vested in the Board of Directors.

The power to adopt initial by-laws corresponds to the incorporators, or to the first Board of Directors. The power to amend the initial by-laws corresponds to the Board of Directors, but only the shareholders may adopt emergency by-laws.

This corporation may give oral notice in any case where notice to shareholders, directors or officers is required or convenient, but notice to this corporation shall always be in writing, in the manner set forth in Section 607.0141 of the Florida Statutes as presently enacted.

**ARTICLE XI****Procedure in Case of Deadlock**

In case of deadlock in any decision to be made by the Board of Directors and/or the shareholders, no director or shareholder shall seek dissolution of the corporation, but, instead, the dispute shall be submitted for decision to a panel of three persons who are either attorneys or certified public accountants, authorized to practice in Florida; two of such persons shall be selected, one each, by the parties in deadlock; the third shall be chosen by the two persons selected by the parties in deadlock. If any party refuses to appoint the attorney or certified public accountant then, any party may petition the Dade County Bar Association and/or the Dade County C.P.A. Association to nominate, in the stead of the non-nominating party, an attorney or attorneys or certified public accountants, and the attorneys or certified public accountants so nominated shall be considered as nominated by the party or parties that have refused or neglected to nominate pursuant to this Article.

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The Decision of this panel shall be binding on the corporation, its directors, officers, and shareholders and shall be considered the act of the board of directors and/or the shareholders. The Corporation shall bear the cost incurred in the selection and functioning of the panel and shall save its members harmless and always indemnified from any liabilities incurred as a consequence of the performance of their duties, including those arising out of negligence.

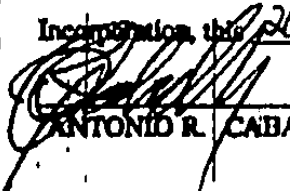
#### ARTICLE XII

##### Date of Commencement

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporators have executed the Articles of

Incorporation, this 20 day of February, 1996.

  
ANTONIO R. CABALLERO

  
FILIBERTO MARIMON

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STATE OF FLORIDA )  
 ) SS  
 COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared ANTONIO R. CABALLERO  
 and FILIBERTO MARIMON, whom are personally known to me or who produced  
THEIR FLORIDA DRIVER LICENSES, as their identification to be the persons who  
 executed the foregoing Articles of Incorporation and he acknowledged before me that THEY  
 executed the same, this 20 day of February, 1996.

(Signature)  
 (Printed Name)

Jose M. Carvera  
JOSE M. CARVERA

(Title)

NOTARY PUBLIC STATE OF FLORIDA

(Notarial Serial Number)

CC238423

(My Commission Expires)

OCTOBER 17, 1996

(Official Seal)



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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

HAVING BEEN NAMED to accept service of process for the above stated corporation at  
 the place designated above, 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]  
 REGISTERED AGENT

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