

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-22-9172
904-22-0733 FAX

800-342-8086

160008221



ACCOUNT NO. : 072100000032

REFERENCE : 859673 7105467

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : February 26, 1996

ORDER TIME : 12:27 PM

900001725819

ORDER NO. : 859673

CUSTOMER NO: 7105467

CUSTOMER: Joel Dranove, Esq
JOEL K. DRANOVE

277 Broadway

New York, NY 10007

DOMESTIC FILING

NAME: JOSE L. PIEDRA
CIGARS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: HBD

EXAMINER'S INITIALS:

RECEIVED
96 FEB 27 PM 2:13
DIVISION OF CORPORATION

FILED
96 FEB 27 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 28 1996

ARTICLES OF INCORPORATION
OF
JOSE L. PIEDRA CIGARS, INC.

FILED
96 FEB 27 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter call the "corporation") is JOSE L. PIEDRA CIGARS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 172 Fifth Avenue, New York, New York 10010.

The mailing address, wherever located, of the corporation is 172 Fifth Avenue, New York, New York 10010.

THIRD: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Carol Glospie	375 Hudson Street, 11th Floor New York, New York 10014

SIXTH: The purposes for which the corporation is organized are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on February 26, 1996.



Carol Glospie, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 

Delia Taliento, Assistant Vice-President

Date: February 26, 1996

P96000018221

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
 315 South Calhoun Street Suite 600
 (Address)
 Tallahassee, Florida 32302
 (City, State, Zip) (Phone #)

960001780278
-04/15/96 --01060--006
****810.00 ****35.00

OFFICE USE ONLY

File 1st

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Jose L. Pineda Cypress Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
96 APR - 8 PH 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Corrected date per Todd Sterzo 4/18

CF #35.00

RECEIVED
96 APR - 8 PM 1:38
DIVISION OF CORPORATION

John Vol. Diss.
Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is Jose L. Piedra Cigars, Inc.

SECOND: The articles of incorporation were filed on February 27, 1996

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

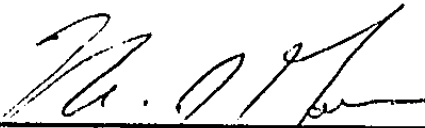
SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 28th day of March, 19 96

Signature



(By an incorporator if adopted by the incorporators or by the chairman or vice chairman of the board, president, or other officer if adopted by the directors)

Mark Goldman

(Typed or printed name)

President

(Title)

FILED
96 APR 18 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA