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**P96000018841**

AMERILAWYER<sup>®</sup>  
 \_\_\_\_\_  
 (Requestor's Name)  
 343 ALMERIA AVENUE  
 \_\_\_\_\_  
 (Address)  
 CORAL GABLES, FL 33134 - (305) 445-2700  
 \_\_\_\_\_  
 (City, State, Zip) (Phone #)

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 \*\*\*1610.00 \*\*\*\*\*70.00

OFFICE USE ONLY

05 FEB 29 PM 2:31

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

1. HABANOS DISTRIBUTORS, INC.  
 \_\_\_\_\_  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy
- Mail out     Will wait     Photocopy     Certificate of Status

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NEW FILINGS	
<input checked="" 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 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

2-29-96  
 Examiner's Initials (WJ)

**ARTICLES OF INCORPORATION**  
**OF**  
**HABANOS DISTRIBUTORS, INC.**

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DIVISION OF CORPORATIONS  
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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **HABANOS DISTRIBUTORS, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 717 Ponce De Leon Boulevard, Suite 307, Coral Gables, Florida 33134 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Raul F. Monne whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Raul F. Monne
Secretary:	Raul F. Monne
Treasurer:	Raul F. Monne

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Raul F. Monno

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

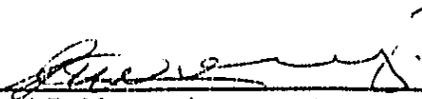
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**IN WITNESS WHEREOF**, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 28 February 1996.

  
\_\_\_\_\_  
Raul F. Monno, Incorporator

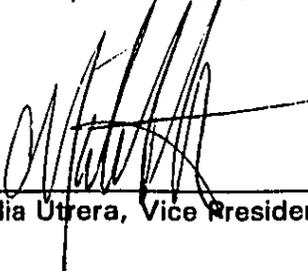
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DIVISION OF CORPORATIONS

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

  
\_\_\_\_\_  
By: Natalia Utrera, Vice President

ART1116508



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LAW OFFICE

*Pedro T. Martelli, P.A.*

PEDRO T. MARTELLI

BUILD 310  
717 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 440-3400

July 31, 1996

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **HABANOS DISTRIBUTORS, INC., a  
Florida corporation  
Document No. P96000018841  
Our File No. 96-75**

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-08/05/96--01049--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed please find original Statement of Change of Registered Agent for Corporation on behalf of Habanos Distributors, Inc., together with our Operating Account Check No. 8275 payable to the Florida Department of State in the sum of \$35.00 in payment of the corresponding filing fee.

Thank you for your cooperation in this matter.

Ver: truly yours,

*Elia M. Rodriguez*  
Elia M. Rodriguez  
Legal Assistant

/emr  
Encs.  
cc: Habanos Distributors, Inc.

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RA Ch.

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TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: HABANOS DISTRIBUTORS, INC.

1b. The mailing address of the corporation is: 717 Ponce de Leon Boulevard, Suite 230, Coral Gables, Florida, 33134

1c. Date of incorporation: 2/29/96 Document number: P96000018841

2. The name and address of the current registered agent and office:

AmeriLawyer Chartered
343 Alhambra Avenue
Coral Gables, Florida 33134

3. The name and address of the new registered agent and office:(P.O. Box Not Acceptable)

Raul L. Monne
717 Ponce de Leon Boulevard, Suite 230
Coral Gables, Florida 33134

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Signature of Raul L. Monne, July 25th, 1996
(Signature of an officer, chairman or vice chairman of the board) (Date)

RAUL L. MONNE
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signature of Raul L. Monne, July 25th, 1996
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:
(Typed or Printed Name) (Capacity)