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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 492 W. FLAGLE ST
STATE OF FLORIDA SUITE 200
405 EAST BAYVIEW STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTRACT: RAY STORMONT
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((H96000002984))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: KNIGHTS CIGAR COMPANY
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THIS INSTRUMENT PREPARED BY:
MAYNARD J. HELLMAN, ESQUIRE
FLORIDA BAR NO. 137411
1100 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134
(305) 448-8282

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ARTICLES OF INCORPORATION
OF
KNIGHTS CIGAR COMPANY, INC.

EFFECTIVE DATE
2-29-96

I, the undersigned incorporator of this corporation under Florida Statute 807, as amended, do hereby associate myself to form a corporation and adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is:

KNIGHTS CIGAR COMPANY, INC.

The mailing address for the Corporation is:

715 SOUTHWEST 73RD AVENUE, SUITE 4, MIAMI, FL 33144

ARTICLE II

PURPOSE AND NATURE OF BUSINESS

The purposes of this corporation and general nature of the business to be conducted are as follows:

- A. To engage in any business activity or endeavor which is lawful under the laws of the State of Florida, and the United States of America.

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ARTICLE III

DURATION OF CORPORATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of Common Stock, each share having no par value.

ARTICLE V

INITIAL CAPITAL CONTRIBUTION

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation and the number of shares he has elected to take are as follows:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
GABRIEL J. MIRANDA	715 S.W. 73RD AVENUE SUITE 4 MIAMI, FL 33144	100

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ARTICLE VII

DIRECTORS

The Initial number of Directors of this corporation shall be one (1). The number of Directors may either be increased or decreased from time to time by a vote of the stockholders in conformity with the By-Laws of the Corporation but shall never be less than one (1).

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names and addresses of the members of the Initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
GABRIEL J. MIRANDA	715 SOUTHWEST 73RD AVENUE SUITE 4 MIAMI, FL 33144

ARTICLE IX

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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ARTICLE X

PREEMPTIVE RIGHTS

Every shareholder, 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 PONCE DE LEON BLVD., CORAL GABLES, FLORIDA, and the name of the Initial Registered Agent of this corporation at that address is MAYNARD J. HELLMAN.

ARTICLE XII

INDEMNIFICATION

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

DATED this 21 day of February, 1998.


GABRIEL J. MIRANDA

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared GABRIEL J.

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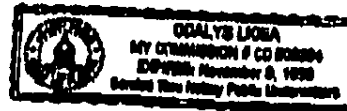
MIRANDA, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida, this 29 day of February, 1996.

Odaly Lora

Notary Public, State of
Florida at Large

My Commission Expires:



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KNIGHTS CIGAR COMPANY, INC.

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

IN COMPLIANCE WITH SECTION 48.001, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST, THAT KNIGHTS CIGAR COMPANY, INC. IS DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED
MAYNARD J. HELLMAN, ESQUIRE, AT 1100 PONCE DE LEON BOULEVARD, CORAL
GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

Signature: _____

GABRIEL J. MIRANDA

Title: _____ Subscriber _____

Date: _____

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Having been named to accept services of process for the above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I

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further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: _____



MAYNARD J. HELLMAN
(Registered Agent)

Date: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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