

P96000027997

~~DECO, Inc.~~ MIRIAM MACAO 954.524.4962

DECO, Inc.
1400 N. 29th Court
Hollywood FL 33020

Office Use Only

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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 checked="" type="checkbox"/>	Amendment <i>MC</i>
<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

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FILED
97 MAR 18 AM 8:35
SECRETARY OF STATE
TALAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DECO, INC.
A FLORIDA CORPORATION**

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation shall be changed from DECO, INC. to ZALDIVA CIGARZ, INC. The principal office address and mailing address of the Corporation is 1508 S.E. THIRD AVENUE, FT. LAUDERDALE, FL. 33316.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue 20,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Miriam Mercado
1400 N. 29th Court
Hollywood, Florida 33020

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OPT OUT OF 607.0901 AND 607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporate Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The Corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court or competent jurisdiction.

ARTICLE VIII. OFFICERS

The names and addresses of the officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Robert Bennett Lees, President
110 Wood Lane
Del Ray Beach, Florida 33444

Miriam Mercado, Secretary/Treasurer
1400 N. 29th Court
Hollywood, Florida 33020

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 11th day of March, 1997, which is sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed the Amended and Restated Articles of Incorporation this 11th day of March, 1997.

DECO, INC.


Miriam Mercado, Secretary/Treasurer