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March 29, 1996

Secretary of State  
The Capitol  
Tallahassee, FL

Re: S & T Cigars - Articles of Incorporation

800001756280  
-04/02/96--01058--000  
\*\*\*\*122.00 \*\*\*\*122.00

Dear Sir/madam:

Reference the above captioned enclosed are the Articles of Incorporation to be filed.

Very truly yours,



Raymond L. Robinson

RLR/spr

FILED  
MAR 30 1996  
FBI - TAMPA  
MAR 30 1996  
MAR 30 1996  
MAR 30 1996

63 4/9/96

ARTICLES OF INCORPORATION  
of  
S & T CIGARS, INC.

FILED  
25 FEB - 1 11 0 03  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

I, the undersigned incorporator of this corporation under Florida Statutes 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is S & T Cigars, Inc.

ARTICLE II - PURPOSES

The general nature of the business and the objects and purposes proposed to be transacted and carried on by and powers of this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

To purchase, lease or otherwise acquire, own, hold, use, improve, build upon, construct, equip, license, manage and operate, mortgage, sell, let, convey or otherwise dispose of, real and personal property, either within or without the State of Florida, in the United States, and in foreign countries, and any interest therein, necessary or convenient for the purposes herein expressed, including stores, plants and commissaries to be used in or in connection with its business.

To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

To act as financial, business and purchasing agent for domestic and foreign corporations, individuals and partnerships, associations, state governments or other bodies.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for monies borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof

into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

To manufacture, purchase or acquire in a lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal, sell and trade in goods, wares, merchandise and property of any and every kind, class, and description, and to carry on such business as franchisers, licensors, wholesalers, retailers, importers, and exporters and to acquire all such merchandise, supplies, materials, trademarks, patents, copyrights and other articles as shall be necessary or incidental to such business.

To apply for, purchase, or in any manner acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements, and processes used in connection with or secured under any trademark, letter, patent, or copyright of the United States or other countries, or otherwise, and to work, operate, or develop the same, and to manufacture and sell products under any trademark, letter, patent or copyrights and grant licenses to do the same, and to carry on any business, manufacturing, or otherwise, which may directly or indirectly effectuate these objects or any of them.

To carry on the business of import and export of general merchandise for all foreign and domestic markets, to export from and import into the United States, its territories and possessions and any and all foreign countries, as principal or agent, and to act as brokers, commissioners, factors, franchisers, franchises and agents for the buyers and sellers, both foreign and domestic, merchandise of every kind and nature, and to sell, purchase, and deal in merchandise of every kind or nature.

To acquire the goodwill, rights, and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind with any person, firm, association, partnership, syndicate, entity or corporation, domestic or foreign, municipality, body politic, county, territory, state, government, or colony or dependency thereof, domestic or foreign.

To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures or other evidences of indebtedness and

obligations and securities of any corporation, company, association, partnership, syndicate, entity or person, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness and obligations and securities for the acquisition of any such stock, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates or receipts, purchase or required by it; and, while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates or receipts to exercise all the rights of ownership in respect thereof; and to the extent now or hereafter permitted by law, to aid by loan, subsidy, guarantee or otherwise, those issuing, creating or responsible for any such stocks, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates or receipts.

To have offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restrictions as to place or amount. To engage in the import and export of food stuffs for sale at the wholesale and retail level and to sell food stuffs on the wholesale and retail level.

In general, to carry on any other business or enterprise and exercise all or any of the corporate powers which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, not forbidden by the laws of the State of Florida.

And further, to do and perform and cause to be done or performed each, any, and all of the acts and things above enumerated, or otherwise granted or permitted by law, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, and

To do all acts and things and conducts and carry on all business and enterprises to the same extent as any natural person which is not specifically prohibited by the laws of the State of Florida, United States of America, any rule or regulation promulgated thereunder.

The said corporation may perform any part of its business outside the State of Florida, in other states, territories, or possessions of the United States, and in all foreign countries.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is as follows:

- |           |   |
|-----------|---|
| Class A - | 2500 shares at One (\$1.00) Dollar Par Value  |
| Class B - | 2,500 shares at One (\$100) Dollar Par Value. |

Each class of stock shall be equal in all respects except that the owner(s) of Class A shall have the right to elect one member to the board of directors and the owner(s) of Class B shall have the right to elect one member to the board of directors.

#### ARTICLE IV - VOTING RIGHTS

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

#### ARTICLE V - DURATION

This corporation is to have perpetual existence until dissolved in accordance with Florida law.

#### ARTICLE VI - 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Albornoz, Segredo & Robinson, Attn: Raymond L. Robinson, Esq., 901 Ponce de Leon Blvd, #701, Coral Gables, Fl 33134 and the name of the initial registered agent of the corporation at that address is Raymond L. Robinson, Esq.

#### ARTICLE VIII - DIRECTORS

The initial number of directors of this corporation shall be one (1). The number of directors may be either increased or decreased from time to time by the By-laws but shall never be less than one (1).

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-laws and 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 have qualified, are:

Name

Address

Scott Jay Modist

1423 Alhambra Circle, Coral Gables, FL 33134

Thomas Calabrese

350 NE 129th St., North Miami, FL 33161

#### ARTICLE IX - OFFICERS

The initial number of officers of this corporation are as follows: 2. The initial officer(s) is(are) as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Scott Jay Modist	Sec/Treas.	1423 Alhambra Circle, Coral Gables, FL 33134
Thomas Calabrese	President	350 NE 129th St., North Miami, FL 33161

#### ARTICLE X - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Scott Jay Modist	1423 Alhambra Circle, Coral Gables, FL 33134
Thomas Calabrese	350 NE 129th St., North Miami, FL 33161

#### ARTICLE XI - INDEMNIFICATION

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

#### ARTICLE XII

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the

stock book), or any of them, shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have power, if the By-laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the Statutes of the State of Florida) outside the state of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Dated 3-29-96.

 (Seal)  
Scott Jay Modist

STATE OF FLORIDA:

SS:

COUNTY OF DADE:

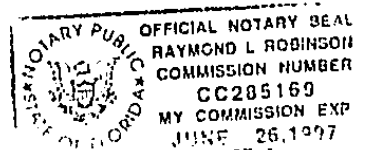
BEFORE ME, the undersigned authority, personally appeared Scott Jay Modist, to me well known to be the person described in and who executed the foregoing Certificate of Incorporation and who acknowledged before me that he made and subscribed the same for purposes therein mentioned and set forth.

WITNESS my hand and official seal at said County and State this 29<sup>th</sup> day of March, 1996.

  
Notary Public

State of Florida at Large

My commission expires:



CERTIFICATE DESIGNATING RESIDENT AGENT.

96 APR -1 AM 9:03


In compliance with Section 48.091, Fla. Stats., the following is submitted:

That S & T Cigars, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business c/o Albornoz, Segredo & Robinson, Attn: Raymond L. Robinson, Esq., 901 Ponce de Leon Blvd, Suite 701, Coral Gables, Fl 33134 hereby designates and appoints Raymond L. Robinson, Esq., as its agent to accept service of process within Florida.

Signature   
Scott Jay Modist

Dated 3/22/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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   
Raymond L. Robinson, Esq.  
Albornoz, Segredo & Robinson  
901 Ponce de Leon Blvd, #701  
Coral Gables, Fl 33134

Title: Registered Agent

Dated: 3/29/96

Dated \_\_\_\_\_