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(((H96000007076))) PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
400 EAST GAINES STREET MIAMI FL 33136- 34-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
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(((H96000007076))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: DON FIFE CIGARS CORP.
FAX AUDIT NUMBER: H96000007076 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/20/1996 TIME REQUESTED: 11:02:13
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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION OF

DON FIVE CIGARS COMP., a Florida Corporation

ARTICLE I-NAME:

The name of this corporation is:

DON FIVE CIGARS CORP.

ARTICLE II-DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III-PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV-CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

Prepared by: Roberto F. Fleitas
782 NW Le Jeune Rd., # 550
Miami, Florida 33126
Florida Bar No: 0273546
(305) 442-1439

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ARTICLE V-PREEMPTIVE RIGHTS:

Every shareholders, 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 VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is:

10428 SW 118th Place, Miami, Florida 33186

The name of the initial registered agent of this corporation is:

FELIPE SIERRA

ARTICLE VII-INITIAL BOARD OF DIRECTORS:

This corporation shall have ONE (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of this corporation is (are):

FELIPE SIERRA

10428 SW 118th Place, Miami, Florida 33186

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ARTICLE VIII-INDemnIFICATION:


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

ARTICLE IX-INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

FELIPE SIERRA
10428 SW 118th Place
Miami, Florida 33186

IN WITNESS WHEREOF, the undersigned subscriber(s)
has (have) executed these Articles of Incorporation this 20 day of
May, 1996.


FELIPE SIERRA

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared FELIPE SIERRA

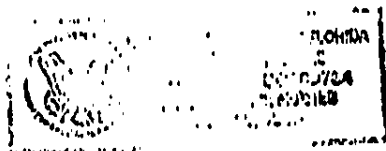
known to me and known by me to be the person (s) who executed the foregoing
Articles of Incorporation, and acknowledged before me that he executed the
same for the purposes therein expressed.

The foregoing instrument was acknowledged before me on this 20
day of MAY, 1995, by FELIPE SIERRA who
is (are) personally known to me or who have produced driver's license,
as identification and who did take an oath.



NOTARY PUBLIC - STATE OF FLORIDA

seal:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE**

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the following
is submitted: **DON FIVE CIGARS CORP.**
desiring to organize or qualify under the laws of the State of Florida, with its
principal place of business in the City of Miami, County of Dade, State of
Florida, has named:

FELIPE SIERRA


as its agent to accept service of process within the State of
Florida, with the registered address as:

10428 SW 118th Place, Miami, Florida 33186

ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED: THE 20 DAY OF May, 1996


REGISTERED AGENT
FELIPE SIERRA

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