

KAY J. MCGUCKEN, P.A.
ATTORNEY AT LAW

1320 9TH AVENUE, SUITE 210
TAMPA, FLORIDA 33605

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April 16, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32317

Re: Old Stogie Cigar Company

Dear Sir:

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Please provide a certified copy of these articles. A check for \$122.50 is enclosed. This represents payment for filing fees, registered agent designation and certified copy.

Sincerely,

Kay J. McGucken

Kay J. McGucken

KJM/grr.

Encs.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AB 5/2

TELEPHONE (813) 248-3782

ARTICLES OF INCORPORATION
OF
OLD STOGIE CIGAR COMPANY

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE
NAME

The name of the Corporation is Old Stogie Cigar Company.

ARTICLE TWO
DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE
PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number shares which the Corporation has authority to issue is 7,500; all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial Registered Office and principal office of the Corporation is 1320 9th Avenue, Suite 210, Tampa, Florida 33605. The mailing address of the corporation is P.O. BOX 5716, Tampa, Florida 33675.


ARTICLE SIX
DIRECTORS

The business of the Corporation shall be managed by the Stockholders of the Corporation rather than by a Board of Directors.

**ARTICLE SEVEN
INCORPORATOR**

The name and address of the Incorporator is:
Alan Kahana.
1320 9th Avenue, Suite 210
Tampa, FL 33605

IN WITNESS WHEREOF, I have subscribed my name this 16th day of April, 1996.

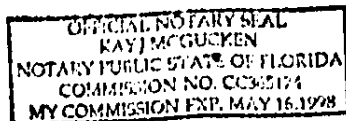

ALAN KAHANA

STATE OF FLORIDA:

COUNTY OF HILLSBOROUGH:

BEFORE ME, personally appeared ALAN KAHANA, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he has executed the same for the purposes herein contained.

16th IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal, on this day of April, 1996.




NOTARY PUBLIC KAY J. MCGUCKEN
State of Florida at Large
My Commission Expires:

6 personally known

— produced identification:

Type of identification

CERTIFICATE OF REGISTERED AGENT

Pursuant to 48.091 Florida Statutes, the following is submitted in compliance with said Act; that OLD STOGIE CIGAR COMPANY, desiring to organize under the Laws of the State of Florida, with its principal place of business in Tampa, Hillsborough County, Florida, has named KAY J. MCGUCKEN, located at 1320 9th Avenue, Suite 210, Tampa, Florida 33605 as its agent to accept service of process within Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in the Certificate, I hereby agree to act in this capacity and to comply with the provisions of said Statutes relative to the proper and complete performance of my duties.

DATED this 16th day of April, 1996.


KAY J. MCGUCKEN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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