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96 JUN 17 PM 12:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 3, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-06/18/96--01044--008
****122.50 ****122.50

Re: TOBACCO PIPES INC.


Dear Sirs:

Enclosed herewith please find a check in the amount of \$122.50,
representing fees for filing for the above proposed corporation.

Please send the completed documents of incorporation to:

Joshua D. Kesselman, Registered Agent
Tobacco Pipes Inc.
414 NE 4th Avenue
Gainesville, Florida 32601

Sincerely,



Joshua D. Kesselman

PH 6/18/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOBACCO PIPES INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is TOBACCO PIPES INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the United States of America. This shall include, but not be limited to: tobacco and miscellaneous retail sales.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of no par value common stock.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The business and affairs of this corporation shall be managed and shall be under the direction of the officers and directors of this corporation. The officers and directors may take action by written consent without a meeting as provided by law and may participate in meetings by means of conference as provided by law. The name of the initial officer and director of this corporation is:

Joshua D. Kesselman, 414 NE 4th Avenue, Gainesville, FL 32601

ARTICLE VI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this corporation.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of this corporation is Joshua D. Kesselman, 414 NE 4th Avenue, Gainesville, FL 32601.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - CORPORATE ADDRESS

The initial address in the State of the principal office of the corporation shall be:

414 NE 4th Avenue, Gainesville, FL 32601

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE X - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - SUB-CHAPTER S CORPORATION

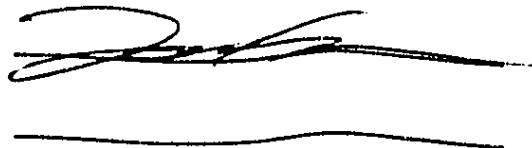
This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Joshua D. Kesselman, 414 NE 4th Avenue, Gainesville, FL 32601

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of JUNE, 1996.



STATE OF WISCONSIN
COUNTY OF DANE

BEFORE ME, a Notary Public authorized to take acknowledgements, in the State and County aforesaid, personally appeared Joshua D. Kesselman, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes there expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 12 day of JUNE, 1996.


Notary Public,

My Commission Expires:

10-19-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating office/registered agent, in the State of Florida.

1. The name of the Corporation is: TCCACCO PIPES INC.
2. The name and address of the registered agent and office is: Joshua D. Kesselman, 414 NE 4th Avenue, Gainesville, FL 32601

SIGNATURE


(Corporate Officer)

TITLE:


President

DATE:

6/12/96

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE


(Registered Agent)

DATE

6/12/96