

P 960000 54428

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

700001876417
-06/26/96--01080--018
****122.50 ****122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VINTAGE CIGAR IMPORTER INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:05

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Service

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<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/REQUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 26 PM 1:33

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96 JUN 26 PM 1:33
OFFICE OF THE SECRETARY OF STATE

FILED

ARTICLES OF INCORPORATION
OR
VINTAGE CIGAR IMPORTERS, INC.

96 JUN 26 PM 1:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of this corporation is VINTAGE CIGAR IMPORTERS, INC.

ARTICLE II- DURATION

This corporation shall have perpetual existence commencing at the filing of the Articles of Incorporation with the Department of State.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV- CAPITAL STOCK

This corporation is authorized to issue 100 shares of one dollar par value common stock.

ARTICLE V- RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI- PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which is offered to others.

ARTICLE VII- INITIAL REGISTERED PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 11753 South Dixie Highway Miami, FL 33156. The name of the initial registered agent of this corporation at that address is: JAVIER A. REYES

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: 4-19-96


JAVIER A. REYES

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

President

JAVIER A. REYES
11753 South Dixie Highway
Miami, FL 33156

Vice President, Secretary, Treasurer

RAFAEL M. REYES
11753 South Dixie Highway
Miami, FL 33156

ARTICLE IX- INCORPORATORS

The names and addresses of the persons signing these Articles are:

JAVIER A. REYES

11753 South Dixie Highway
Miami, FL 33156

RAFAEL M. REYES

11753 South Dixie Highway
Miami, FL 33156

ARTICLE X- BYLAWS

The power to adopt, alter amend and repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI- RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

JAVIER A. REYES.....25 shares

RAFAEL M. REYES.....25 shares

DANIEL MIRANDA.....50 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII- CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be

electd at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII- CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

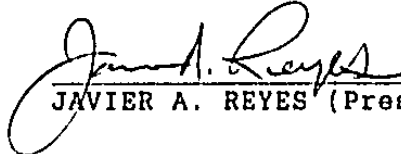

ARTICLE XIV-CUMULATIVE VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV- AMENDMENT

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

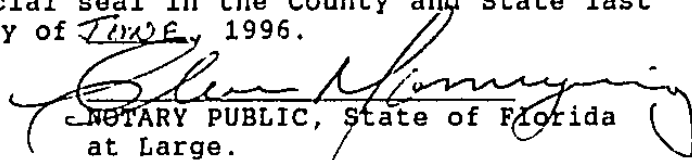
IN WITNESS WHEREOF, the undersigned, subscriber has executed these Articles of Incorporation the 17 day of JUNE 1996.


JAVIER A. REYES (President)

RAFAEL M. REYES (VP/SECRET/TREAS.)
FILED
96 JUN 26 PM 1:33
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid, to take acknowledgements, personally appeared JAVIER A. REYES & RAFAEL M. REYES to me to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 17 day of JUNE 1996.


NOTARY PUBLIC, State of Florida
at Large.

My Commission Expires: