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Attorneys At Law

610 AZEELE STREET

TAMPA, FLORIDA 33606-2273

FILED

Angelo M. Ferlita
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96 JUL 11 TELEPHONED
(813) 281-0070
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SECRETARY OFFICE
TALLAHASSEE, FLORIDA

July 9, 1996

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

300001891583
-07/12/96--01006--013
***122.50 ***122.50

Re: Ferlita Cigars, Inc.

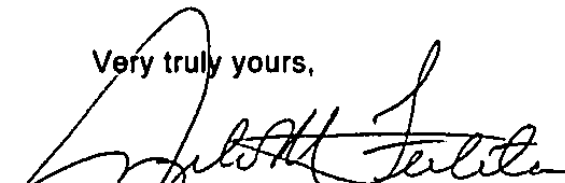
Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above named corporation and our firm's check in the sum of \$122.50 representing the following incorporation fees:

Filing Fee:	\$ 35.00
Certificate of Resident Agent:	\$ 35.00
Certified copy of Articles:	\$ 52.50
Total:	<u>\$122.50</u>

Your prompt attention and consideration in this matter will be greatly appreciated.

Very truly yours,


Angelo M. Ferlita

AMF/tk

Enclosures

2H
7/12/96

ARTICLES OF INCORPORATION

FILED

96 JUL 11 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s), for the purpose of forming a corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

Ferlita Cigars, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

Ferlita Cigars, Inc.
604 ½ Franklin Street
Tampa, Florida 33602

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

Wholesale and retail sales.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

A general nominating Committee shall be appointed by the Board President to nominate members of the Board of Directors. The Nominating Committee shall prepare a slate of nominees to be voted on by voting members.

ARTICLE V
Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000

ARTICLE VI
Initial registered agent and street address

The name and the street address of the initial registered agent is:

Angelo M. Ferlita
610 Azeele Street
Tampa, Florida 33606

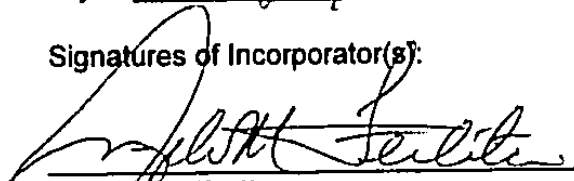
ARTICLE VII
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is (are):

Angelo M. Ferlita
610 Azeele Street
Tampa, Florida 33606

The undersigned incorporator has executed these Articles Incorporation this 9th
day of July, 1996.

Signatures of Incorporator(s):


Angelo M. Ferlita

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0601, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ferlita Cigars, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Angelo M. Ferlita
610 Azeele Street
Tampa, Florida 33606

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.


Angelo M. Ferlita

7-9-96
(Date)