P96000059979

THE BANKRUPTCY RESOURCE CENTER

ATTORNEYS AT LAW

MAIN OFFICE
626 N.E. 124TH STREET
N. MIAMI, FLORIDA 33161-5523

DADE (305) 891-4747
FACSIMILE (305) 893-8298

MICHAEL J. BROOKS
MICHAEL A. FRANK
RUDY H. DE LA GUARDIA

July 10, 1996

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200001893542
-07/16/96--01003--007
****122.50 ****122.50

RE: **ALEC BRADLEY CIGAR CORPORATION**

Dear Sir or Madam:

Enclosed herein please find original and one (1) copy of Articles of Incorporation together with a check in amount of $122.50 regarding the above-captioned corporation. After the Articles of Incorporation have been filed, please return to the undersigned a Certified Copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

[signature]

MICHAEL J. BROOKS

MJB/jmb
Enc.

letters\rubin.inc

FILED
96 JUL 15 AM 8:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-18-96
KR

SOUTH MIAMI OFFICE
8603 SOUTH DIXIE HIGHWAY • SUITE 308 • KENDALL I PLAZA • MIAMI, FLORIDA 33143 • (305) 891-4747

FT. LAUDERDALE OFFICE
750 S.E. 3RD AVENUE • SUITE 200 • FT. LAUDERDALE, FLORIDA 33316 • TOLL FREE (800) 583-8400

WEST PALM BEACH OFFICE
1665 PALM BEACH LAKES BOULEVARD • SUITE 1002 • THE FORUM • WEST PALM BEACH, FLORIDA 33401 • TOLL FREE (800) 583-8400

ARTICLES OF INCORPORATION

OF

ALEC BRADLEY CIGAR CORPORATION

ARTICLE I-NAME

The name of the corporation is ALEC BRADLEY CIGAR CORPORATION.

ARTICLE II-PURPOSE

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

ARTICLE III-CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
100	$5.00	Common

ARTICLE IV-PREEMPTIVE RIGHTS

Every shareholder, 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 prorata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V-INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1300 Stirling Road, Building 8A, Dania, Florida 33004, and the name of the initial Registered Agent is MICHAEL J. BROOKS, ESQ., whose address is 626 N.E. 124th Street, N. Miami, Florida 33161.

ARTICLE VI-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 or name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME(S) ADDRESS(ES)

ALAN RUBIN - President
1300 Stirling Road
Building 8A
Dania, Florida 33004

ARTICLE VII-INCORPORATOR(S)

The name(s) and address(es) of the person(s) signing these Articles is/are:

NAME(S) ADDRESS(ES)

ALAN RUBIN
1300 Stirling Road
Building 8A
Dania, Florida 33004

ARTICLE VIII-BYLAWS

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

ARTICLE IX-INDEMNIFICATION

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

ARTICLE X-AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of July, 1996.

X A. Rubin

ALAN RUBIN, Incorporator

96 JUL 15 AM 8:33

FILED

SWORN TO AND SUBSCRIBED before me
this 3rd day of July, 1996.

NOTARY PUBLIC

JANET M BORDEN

PRINTED NAME

Did/~~did not~~ take an oath.
Personally known/I.D. presented: ____________________

OFFICIAL NOTARY SEAL
JANET M BORDEN
COMMISSION NUMBER
CC466046
MY COMMISSION EXP.
JUNE 23,1999

NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent/Registered Office for service of process within this State.

Registered Agent: MICHAEL J. BROOKS, ESQ.

Address: 626 N.E. 124th Street, County of Dade, State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.

Michael J. Brooks

MICHAEL J. BROOKS, Registered Agent

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MJB/jmb

P96000059979

Alec Bradley Cigar Corporation
334 Fairmont Road
Ft. Lauderdale, Fl 33326

Sept. 4, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Dear Sirs::

Please change the address of the Alec Bradley Cigar Corporation

from 1300 Stirling Road Suite 8A, Dania, Fl 33004
to 334 Fairmont Road, Ft. Lauderdale, Fl 33326

Sincerely,

A. Rubin

Alan Rubin
President

P96000059979

CSC THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 534111 170487A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 35.00

ORDER DATE : September 18, 1997

amend

ORDER TIME : 9:48 AM

000002296900--0

ORDER NO. : 534111-005

CUSTOMER NO: 170487A

CUSTOMER: Richard Rossi, Esq
Rossi & Associates Attorney Pa
Penthouse 3
1700 E. Las Olas Blvd.
Fort Lauderdale, FL 33301

FILED
97 SEP 18 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ALEC BRADLEY CIGAR CORPORATION

EFFICTIVE DATE:

9/20/97

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

RECEIVED
97 SEP 19 AM 11:20

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: ________

+02250, 00624, 00672

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 19, 1997

RESUBMIT

Please give original submission date as file date.

CSC
1201 Hays Street
Warren Whittaker
Tallahassee, FL 32301

SUBJECT: ALEC BRADLEY CIGAR CORPORATION
Ref. Number: P96000059979

We have received your document for ALEC BRADLEY CIGAR CORPORATION and the authorization to debit your account in the amount of $35.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 197A00046517

97 SEP 30 PM 12:19
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALEC BRADLEY CIGAR CORPORATION JULY 25, 1997

FILED 97 SEP 18
SECRETARY OF STATE TALLAHASSEE, FLORIDA

RECITALS:

1. Alec Bradley Cigar Corporation, is a Florida corporation ("Company") whose Articles of Incorporation were originally filed with the Department of State of the State of Florida on July 15, 1996;

2. the Board of Director(s) and Shareholder(s) of the Company, by Written Consent dated effective July 25, 1997, pursuant to Florida Statutes Section 607.1003, by 100% affirmative vote of all Director(s) and Shareholder(s), resolved, among other things, that the following amendments were authorized and approved, and were so adopted on such date, with the Articles of Incorporation of the Company being amended as set forth below; and

3. pursuant to the Written Consent, the President of the Company was authorized, empowered and directed to sign and file these Articles of Amendment with the Department of State of Florida to amend the Articles of Incorporation as follows:

RESOLVED:

1. Article III - Capital Stock of the Articles of Incorporation of the Company is hereby deleted in its entirety and the following is substituted:

ARTICLE III - CAPITAL STOCK

A. The Company is authorized to issue 30,000,000 shares of Common Stock, which shall be designated "Common Stock," with a par value of $.0001 per share.

B. The Company is authorized to issue 1 million shares of Preferred Stock, with a par value of $.0001 per share.

2. Article IX - Indemnification of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted:

ARTICLE IX - INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation;

(iii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. The following articles are added to the Articles of Incorporation:

ARTICLE VI - CONTROL SHARES

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions.

ARTICLE VII - AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

ARTICLE XIII - CORPORATE LIFE

The life of the corporation is perpetual.

The undersigned, the President of the Company, hereby executes these Articles of Amendment of the Articles of Incorporation of the above Company on behalf of the Company.

ALEC BRADLEY CIGAR
CORPORATION

Dated: July 25, 1997

By: ______________________
Alan V. Rubin, President