



THE UNITED STATES
CORPORATION
COMPANY

P96000059979

ACCOUNT NO. : 072100000032

REFERENCE : 676311 170487A

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 87.50

ORDER DATE : January 21, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 676311-005

CUSTOMER NO: 170487A

600002407566--9

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

DOMESTIC AMENDMENT FILING

NAME: ALEC BRADLEY CIGAR CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

FILED
98 JAN 21 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/22
John Amend
RECEIVED
98 JAN 21 PM 2:56
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF ALEC BRADLEY CIGAR CORPORATION
DECEMBER 17, 1997

FILED
JAN 21 PM 4:06
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:

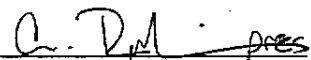
ARTICLE III - CAPITAL STOCK

- 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 \$.001 per share.
- B. The Company is authorized to issue 1 million shares of Preferred Stock, with a par value of \$.001 per share.

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: December 17, 1997


Alan V. Rubin, President