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SCOTT B. BABBITT, P.A.
ATTORNEY AT LAW

SCOTT B. BABBITT

800 WEST CYPRUS CHURCH ROAD
SUITE 302
FORT LAUDERDALE, FLORIDA 33309
NEWARK (954) 771-3297
FAX (954) 771-4893

July 15, 1996

Secretary of State
State of Florida
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314

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-07/19/96--01044--006
*****122.50 *****122.50

Re: P S Cigar, Inc.
Our File No. 6-1-2971

Dear Madam or Sir:

Enclosed herewith are the following:

1. One original and one conformed copy of the Articles of Incorporation;
2. A check in the amount of \$122.50 for filing fee and certified copy fee; and
3. A self-addressed, stamped envelope.

Please file the enclosed articles and return a certified copy of same to me in the envelope provided.

Should you have any questions regarding the enclosures, please do not hesitate to contact me.

Very truly yours,

SB
SCOTT B. BABBITT

SBB/mw
Enc.

FILED
96 JUL 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN JUL 23 1996

**ARTICLES OF INCORPORATION
OF
P S CIGAR, INC.**

FILED
96 JUL 19 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **P S CIGAR, INC.** The principal place of business of the corporation shall be 2749 Calliandra Terrace, Coconut Creek, FL 33063, or such other place as may be designated by the Board of Directors.

ARTICLE II

PURPOSE

The corporation may engage in any or all business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is **ONE HUNDRED (100) SHARES** of common stock, each share having \$1.00 par value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may

be issued, exchanged, or offered for sale by the corporation.

ARTICLE IV

DURATION

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED AGENT AND ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be:

2749 Calliandra Terrace
Coconut Creek, FL 33063

The registered agent shall be STEPHEN J. SCHMIDT.

ARTICLE VI

DIRECTORS

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

ARTICLE VII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

STEPHEN J. SCHMIDT
2749 Calliandra Terrace
Coconut Creek, FL 33063

PAUL SCARPELLI
2633 Pierce Street #202
Hollywood, FL 33020

ARTICLE VIII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation is:

STEPHEN J. SCHMIDT
2749 Calliandra Terrace
Coconut Creek, FL 33063

PAUL SCARPELLI
2633 Pierce Street #202
Hollywood, FL 33020

ARTICLE IX

INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any person whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be entitled under any By-Laws, agreement, vote of shareholders, or disinterested directors, or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

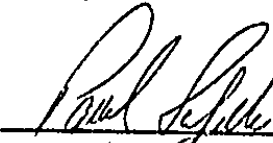
ARTICLE X
AMENDMENTS

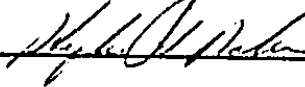
The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

ARTICLE XI
COMMENCEMENT

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of JULY, 1996.





STATE OF FLORIDA)
)ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County mentioned above, to take acknowledgments, personally appeared STEPHEN J. SCHMIDT and PAUL SCARPELLI, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same on this 12 day of JULY, 1996.



Notary Public, State of Florida

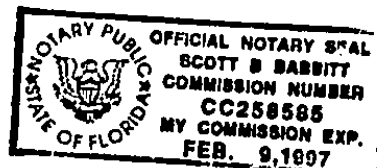
SCOTT B. BABBETT

(Print or Type Name of Notary)

Personally known ☒

Identification produced _____

My Commission Expires: _____



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

P S CIGAR, INC. desiring to organize under the laws of the State of Florida with its principal office at 2749 Callandra Terrace, Coconut Creek, Florida, 33063, has named STEPHEN J. SCHMIDT as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above-stated 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 act relative to keeping open said office.


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 19 AM 10:11

FILED

THIS DOCUMENT PREPARED BY:

SCOTT B. BABBITT, P.A.
800 West Cypress Creek Road
Suite 502
Ft. Lauderdale, FL 33309
(305) 771-5297