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August 5, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

9000001918739  
-08/12/96--01016--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Filing Articles of Incorporation  
MiamiCigar Publication, Inc.

Dear Sir or Madam:

Enclosed please find the original and (1) one copy of the Articles of Incorporation for the above corporation, together with our check in the amount of \$122.50, which represents \$70.00 filing fee, \$52.50 for certified copy.

After the Articles of Incorporation have been filed, please return the Certified copy to my attention at the address on the letterhead.

Sincerely,

*Diane V. Hallaran*  
Diane V. Hallaran  
Secretary to Walter L. Morgan

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enc.

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**ARTICLES OF INCORPORATION  
OF  
MIAMI CIGAR PUBLICATIONS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I: NAME**

The name of this corporation is MIAMI CIGAR PUBLICATIONS, INC., whose address  
151 S.E. 15th Road, Suite 2202, Miami, Florida 33129.

**ARTICLE II: DURATION**

This corporation shall have perpetual existence.

**ARTICLE III: PURPOSE**

This corporation is organized to transact any lawful business for which corporations may  
be incorporated under the Florida General Corporations Act and for the purpose of manufacturing,  
purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or  
otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real  
and personal property and services of every class, kind and description; and to carry on any  
business which can be advantageously pursued in conjunction with or incidental to any of the  
above purposes.

#### **ARTICLE IV: CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

#### **ARTICLE V: PRE-EMPTIVE 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 151 S.E. 15th Road, Suite 2202, Miami, Florida 33129 and the name of the initial registered agent of this corporation is Philip Blanchino.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Philip Blanchino  
151 S.E. 15th Road, Suite 2202, Miami, Florida 33129.

#### **ARTICLE VIII: INCORPORATOR**

The name and address of the person signing these Articles is:

Philip Bianchino  
151 S.E. 15th Road, Suite 2202, Miami, Florida 33129.

**ARTICLE IX: INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X: AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of August, 1996.

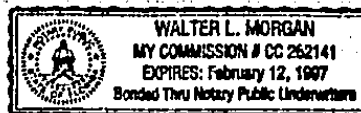
  
Philip Bianchino

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Philip Bianchino known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6 day of August, 1996.

  
Notary Public  
My Commission Expires:



## REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST: THAT, MIAMI CIGAR PUBLICATIONS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Fort Lauderdale, State of Florida, has named Philip Blanchino as its agent to accept service of process within the State of Florida.




Philip Blanchino

Title: President

Date: August 6, 1996

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Philip Blanchino

Registered Agent

Date: August 6, 1996

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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