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Jeffrey M. Fine, P.A.
ATTORNEY AT LAW

5500 Blue Lagoon Drive - Suite 950
Miami, Florida 33196
105 969 8489 Fax 305 969 5340

August 14, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

FILED
96 AUG 23 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

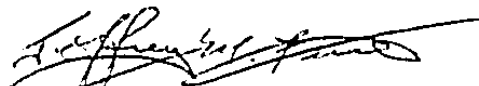
REF: SOUTH FLORIDA STOGIES, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me.
Thank you for your assistance.

Sincerely,



Jeffrey M. Fine
JMF:mc

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Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1996

JEFFREY M. FINE, P.A.
5200 BLUE LAGOON DRIVE
SUITE 250
MIAMI, FL 33126

SUBJECT: SOUTH FLORIDA STOGIES, INC.
Ref. Number: W96000017280

We have received your document for SOUTH FLORIDA STOGIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Neysa Culligan
Document Specialist

Letter Number: 496A00039281

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
SOUTH FLORIDA STOGIES, INC.

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is South Florida Stogies, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

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

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$0.01	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is 5200 Blue Lagoon Drive, Suite 250, Miami, County of Dade, and the name of its registered agent at such address is Jeffrey M. Fine.

ARTICLE V

PRINCIPAL OFFICE

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

**South Florida Stogies, Inc.
P.O. Box 560894
Miami, FL 33156-0894**

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

**Kevin Fine
9010 S.W. 117 Street
Miami, FL 33176**

**Henry Roye
P.O. Box 560894
Miami, FL 33156-0894**

ARTICLE VII

INCORPORATOR

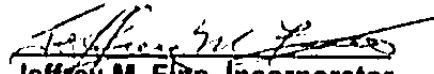
The name of the Incorporator is Jeffrey M. Fine and the address of the Incorporator is 5200 Blue Lagoon Drive, Suite 250, Miami, Florida 33126.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of August, 1996.


Jeffrey M. Fino, Incorporator

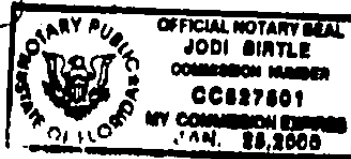
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Jeffrey M. Fino, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expresses.

WITNESS my hand and official seal in the State and County aforesaid, this 20th day of August, 1996.


Notary Public

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, South Florida Stogles, Inc. has named Jeffrey M. Fine, located at 5200 Blue Lagoon Drive, Suite 250, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Jeffrey M. Fine hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 20th day of August, 1996.

REGISTERED AGENT:

By: 

Jeffrey M. Fine

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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