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8/28/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL, INC. ACCT#: 073171003004
CONTACT: JOSEPH C RODRIGUEZ
PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: HIO CIGARS, INC.
AUDIT NUMBER.....H96000012054
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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**Articles of Incorporation
of
RIO Cigars, Inc.**

Article I. Name

The name of this Florida corporation is:
RIO Cigars, Inc.

Article II. Address

The mailing address of the Corporation is:
RIO Cigars, Inc.
15293 SW 172nd Street
Miami FL 33167

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Ismael Gonzalez
14802 SW 85th Terrace
Miami FL 33193

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Joseph B. Ryan, III FL Bar Member 338273
8801 NW 151st Street Suite 124
Miami Lakes FL 33014
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The election of directors shall be done in accordance with the Hylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Robert Velasquez
Ismael Gonzalez
Osvaldo Garcia

Article VI. Incorporator

The name and address of the incorporator is:

Joseph B. Ryan, III
5901 NW 151st Street Suite 124
Miami Lakes FL 33014

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective August 28, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on August 28, 1996


JOSEPH B. RYAN, III

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Joseph B. Ryan, III FL Bar Member 338273
5901 NW 151st Street Suite 124
Miami Lakes FL 33014
305-818-1847 • Fax 305-820-9724

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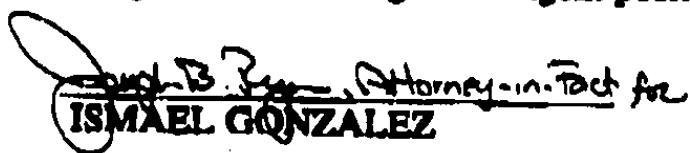
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

**CORPORATION:
RIO Cigars, Inc.**

**REGISTERED AGENT:
Ismael Gonzalez
14802 SW 85th Terrace
Miami FL 33193**

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ISMAEL GONZALEZ

Date: 8/28/96

Joseph B. Ryan, IN FL Bar Member 338273
5801 NW 181st Street Suite 124
Miami Lakes FL 33014
305-818-1847 • Fax 305-820-9724

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