

P96000072149

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

990 S.W. 87 AVENUE SUITE 110

Address

MIAMI, FL 33174

(305) 552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

96 AUG 29 PM 2:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MONTECARLO TOBACCO, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #) 400001935524  
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(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 AUG 29 AM 11:36  
DIVISION OF CORPORATION

PH/ 8/29/96

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96 AUG 29 PM 2:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MONTECARLO TOBACCO, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is MONTECARLO TOBACCO, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III

PURPOSE

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

#### ARTICLE IV

##### CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND FIVE HUNDRED (1,500) shares of Common Stock, having a par value of ONE HUNDRED (\$100.00) dollars per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

#### ARTICLE V

##### ADDRESS

The address of the principal office of this Corporation is: 1000 West Avenue, Suite 925, Miami Beach, Florida 33139.

#### ARTICLE VI

##### DIRECTORS

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

HECTOR ROBERTO PAEZ

1000 West Avenue  
Suite # 925  
Miami Beach, Fl. 33139

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 782 NW LeJeune Road, Suite 548, Miami, Florida, and the name of the initial Registered Agent at that address is AIMEE L. NUNEZ.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 08/27/96 day of August, 1996.



\_\_\_\_\_  
HECTOR ROBERTO PAEZ  
INCORPORATOR

STATE OF FLORIDA )

COUNTY OF DADE )

FILED

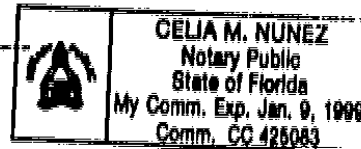
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared,  
HECTOR ROBERTO PAEZ, to me well known and known to me to be the  
person described in and who executed the foregoing Articles of Incorporation and  
acknowledged to and before me that he executed said Instrument for the  
purposes therein expressed.

WITNESS my hand and official seal this 27th day of August, 1996.

Celia M. Nunez  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE



ACCEPTANCE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and  
to accept service of process for the above-stated Corporation at the place  
designated in this statement, hereby accept the appointment as Registered Agent  
and agree to act in this capacity. I further agree to comply with the provisions of  
all statutes relating to the proper and complete performance of my duties, and I am  
familiar with and accept the obligations of my position as Registered Agent.

Amée R. Nunez

DATE: August 27, 1996

# P96000072149

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 17 AVENUE SUITE 110  
Address

MIAMI, FL 33174 (305) 552-5973  
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

2000011567452  
-10/00796--01070--021  
\*\*\*\*\*49.75 \*\*\*\*\*49.75

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<input type="checkbox"/>	Other

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96 OCT -8 PM 4:01  
96 OCT -8 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*Handwritten signature*  
10/8/96

*Handwritten initials*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MONTECARLO TOBACCO, INC.**

**FILED**  
OCT - 8 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

**FIRST:** The Articles of Incorporation of **MONTECARLO TOBACCO, INC.**, a Florida corporation, filed in Tallahassee on August 29, 1996, be and they hereby are amended in the following particulars:

Article I, entitled **NAME**, be and is hereby amended to read as follows:


"The name of this Corporation is **MONTECUBA TOBACCO, INC.**"

**SECOND:** The foregoing Amendment was adopted by the Stockholders and Directors of this Corporation on the 7th day of October, 1996.

**THIRD:** The number of votes cast for the Amendment by the Stockholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Director and President, and Secretary of this Corporation have executed these Articles of Amendment this 7th day of October, 1996.

MONTECARLO TOBACCO, INC.,  
a Florida corporation

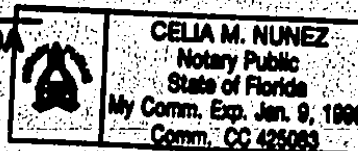
By   
HECTOR ROBERTO PAEZ,  
Director and President

By   
LUIS FRANCISCO RODRIGUEZ  
Secretary

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of October, 1996, by HECTOR ROBERTO PAEZ, Director and President of MONTECARLO TOBACCO, INC., a Florida corporation, on behalf of this Corporation. He is personally known to me.

  
NOTARY PUBLIC STATE OF FLORIDA



STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 7th day of October, 1996, by LUIS FRANCISCO RODRIGUEZ, Secretary of MONTECARLO TOBACCO, INC., a Florida corporation, on behalf of this Corporation. He is personally known to me.

  
NOTARY PUBLIC STATE OF FLORIDA

