

1201 HAYS STREET
SALE
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PREPARE HAVE
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

36 SEP -5 PM 2:53

DIVISION OF CORPORATION

REFERENCE : 075592 7110815

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1996

ORDER TIME : 11:13 AM

ORDER NO. : 075592

CUSTOMER NO: 7110815

300001940463

CUSTOMER: Ms. Roberto L. Palenzuela
ADAMS GALLINAR IGLESIAS &
PALENZUELA, P.A.
Suite 2150
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: ROLU HUMIDORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -5 PM 10:06

[Signature] 9/6/96

**ARTICLES OF INCORPORATION
OF
ROLU HUMIDORS, INC.**

FILED
OFFICE OF STATE
CORPORATIONS
95 SEP -5 AM 10:06

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **Rolu Humidors, Inc.**, and its address is 4690 East 11th Avenue, Hialeah, Florida 33013.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 4690 East 11th Avenue, Hialeah, Florida 33013 and the name of its initial registered agent at such address is Roberto L. Palenzuela.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one (1). The number of directors constituting the initial board of directors is two (2). The names and address of the persons who are to serve as members of the initial board of directors are:

Roberto L. Palenzuela

4690 East 11th Avenue
Hialeah, Florida 33013

Luia A. Palenzuela

4690 East 11th Avenue
Hialeah, Florida 33013

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Roberto L. Palenzuela.
4690 East 11th Avenue
Hialeah, Florida 33013

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 3rd day of September, 1996.



Incorporator

ROBERTO L. PALENZUELA

STATE OF FLORIDA)

)ss:

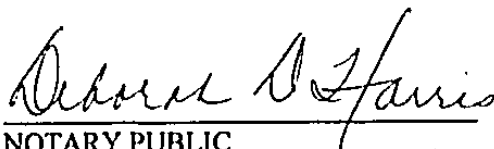
COUNTY OF DADE)

BEFORE ME, personally appeared Roberto L. Palenzuela, to me well known to be the person described in and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 3rd day of September, 1996.



DEBORAH D. HARRIS
My Commission CC824653
Expires Feb. 23, 2000



NOTARY PUBLIC

My Commissions Expires: 2/23/2000

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERTO L. PALENZUELA

RLP0058.WPD

FILED
CLERK OF SUPERIOR COURT
95 SEP -5 11:10:00