

P96000076849

K. KAWANAUOCH  
Requestor's Name  
10341 SW 121 ST  
Address  
Miami, FL 33176  
City/State/Zip Phone #

800001947548  
-09/16/96--01021--009  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. CADBA CIGAR COMPANY, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

SEP 13 PM 1:25  
TALLAHASSEE, FLORIDA

9/16/96

FILED  
SEP 10 11 18 21  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CAOBA CIGAR COMPANY, INC.**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

**I**

The name of the corporation shall be **CAOBA CIGAR COMPANY, INC.**

**II**

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property

of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that

this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

### III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares at \$1.00 par value.

### IV

The amount of capital with which this corporation shall begin business shall be \$100.00.

### V

The existence of this corporation shall be perpetual.

### VI

The principal office of this corporation shall be located at 12228 S.W. 143rd Lane, Miami, Florida 33186.

agrees to take, the total aggregate amount of which shall be the sum of \$100.00, the amount of capital with which this corporation shall begin business.

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>	<u>AMOUNT</u>
ROBERT LOPEZ	12228 S.W. 143rd Lane Miami, Florida 33186	50	\$50.00
KELLY KAVANAUGH	10341 S.W. 121st Street Miami, Florida 33176	50	\$50.00

#### XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

ROBERT LOPEZ, President  
KELLY KAVANAUGH, Vice President  
JUAN CARLOS FERRER, Vice President  
KELLY KAVANAUGH, Secretary/Treasurer

#### XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be

elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

XIII

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
\_\_\_\_\_  
ROBERT LOPEZ  
REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed

and acknowledged these Articles of Incorporation.

55 SEP 13 PM 1:25  
ROBERT LOPEZ  
TALLAHASSEE, FLORIDA  
KELLY KAVANAUGH

STATE OF FLORIDA )

COUNTY OF DADE )

I hereby certify that on this date personally appeared ROBERT LOPEZ, who produced a Driver's License as identification, and KELLY KAVANAUGH, who produced a Driver's License as identification, and who did take an oath, to me known to be the same described in and who executed these Articles of Incorporation and acknowledged the Articles to be the act and deed of the subscribers and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida, this 10 day of September 1996.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Irene A. Leal

Print: IRENE A. LEAL

State of Florida at Large

Commission Number:

My Commission Expires:



IRENE A. LEAL  
MY COMMISSION # CC385629 EXPIRES  
July 12, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

P96000076849

City/State/Zip Phone #

Mr. Santa Lopez  
12228 SW 143rd Ln  
Miami, FL 33186

000002324070--8  
-10/20/97--01076--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00  
Office Use Only

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<input type="checkbox"/>	Other

FILED  
97 OCT 10 AM 10:07  
RECEIVED  
97 OCT 10 AM 9:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

UDIS / inactive  
CRG  
10/5

Examiner's Initials



## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

**FIRST:** The name of the corporation is: CAOBA CIGAR COMPANY, INC.

**SECOND:** The date dissolution was authorized: 8/10/97

**THIRD:** Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by \_\_\_\_\_." ]  
(voting group)

Signed this 10 day of SEPTEMBER, 19 97

Signature [Signature]  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

ROBERT LOPEZ  
(Typed or printed name)

PRESIDENT  
(Title)

FILED  
97 OCT 10 AM 10:07  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE