

P96000079137

Gloria Salom
Requestor's Name
813 North Shore Drive
Address
Miami Beach, FL 33141
City/State/Zip Phone //

Office Use Only

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

1. S. P. Cigars, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE

9-18-96

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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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****122.50 ****122.50

SEP 24 1996

BSB

ARTICLES OF INCORPORATION

OF

S.P. CIGARS, INC.

FILED

96 SEP 23 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9-18-96

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is: **S.P. CIGAR S, INC.** The principal place of business of this corporation shall be at 815 North Shore Drive, Miami Beach, Florida 33181.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock of Five (\$5.00) Dollar par value.

ARTICLE IV
CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V
VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI
DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE VII
DIRECTORS

The number of directors of the corporation shall not be less than two or more than ten, as voted upon by the shareholders of the corporation.

The names and addresses of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA SALOM	815 North Shore Drive Blvd. Miami Beach, Florida 33141

ARTICLE VIII
OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA SALOM President / Treasurer	815 North Shore Drive Miami Beach, Florida 33141
DAVID PLOTKIN V. President / Secretary	2454 1/2 250th Street Lomita, CA 90717

ARTICLE IX PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is **GLORIA SALOM, 815 North Shore Drive, Miami Beach, Florida 33141.**

**ARTICLE XII
SUBSCRIBER**

The name and address of the subscriber of these Articles of Incorporation is:

NAME

ADDRESS

GLORIA SALOM

815 North Shore Drive,
Miami Beach, Florida 33141

**ARTICLE XIII
INDEMNIFICATION**

The subscriber, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such a proceeding.

Dated this 2th day of September, 1996.



GLORIA SALOM

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

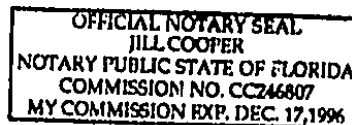
BEFORE ME, the undersigned Notary Public, personally apprenred *GLORIA SALOM*, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me, that *she* made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at *Miami*,
Dade County, Florida, this 12 day of *September*, 1996.



Notary Public, State of Florida

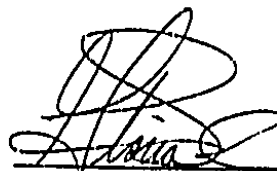
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM, PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

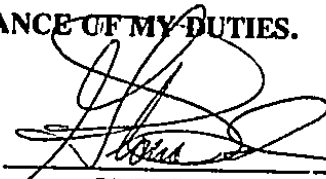
FIRST -- THAT S.P. CIGARS, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS LOCATED AT 815 NORTH SHORE DRIVE, MIAMI BEACH, FLORIDA,
AND HEREBY NAMES GLORIA SALOM, 815 NORTH SHORE DRIVE, MIAMI BEACH,
FLORIDA 33141, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



GLORIA SALOM

FILED
SEP 23 PM 2:36
STATE OF FLORIDA
TALLAHASSEE

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GLORIA SALOM
REGISTERED AGENT
DATED: September 18, 1996