

P 96 0000 82349

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October 3, 1996

REPLY TO: ORLANDO

96 OCT 4 1996  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
TRAVIS L. MILLER  
BRIAN M. NUGENT  
BRUCE D. PLATT  
ARTHUR L. STEIN, III  
AIDA A. STREAN  
GARY A. TIMIN  
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DAVID A. YON  
PAUL A. ZEIGLER  
COUNSEL:  
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TRICK P. MARONEY  
CRAIG A. MEYER  
GOVERNMENTAL CONSULTANTS  
MONICA A. LABSETER  
PAT GRIFFITH O'CONNELL  
E. CLINT BRAWLEY  
GERALD C. WESTER  
(NOT A MEMBER OF FLORIDA BAR)  
EXECUTIVE DIRECTOR  
J. ANDREW KELLER, III, C.P.A.

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: CHURCH STREET CIGAR COMPANY, INC.

Gentlemen:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents filing fees, certified copy fee, and registered agent fees pursuant to F.S. 607.0122.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at the following address:

Mr. John Ariale  
Katz, Kutter, Haigler, et.al.  
200 South Orange Avenue, Suite 1428  
Orlando, Florida 32801

Your prompt attention to this matter would be greatly appreciated.

Sincerely,

*John M. Ariale*  
John M. Ariale

JMA

Enclosures

F. CHESLER OCT 4 1996

F. CHESLER OCT 4 1996

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RECEIVED  
DIVISION OF CORPORATIONS  
96 OCT 4 1996  
PM 3:23

**ARTICLES OF INCORPORATION  
OF  
CHURCH STREET CIGAR COMPANY, INC.**

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FILED  
96 OCT -4 11:3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby adopts and files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the Corporation shall be **Church Street Cigar Company, Inc.** Its principal office shall be located at 2670 Mills Creek Road, Chuluota, Florida 32766.

**ARTICLE II  
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Stock**

The authorized capital stock of the Corporation shall consist of 100 shares of a single class of Common Stock with par value of one (1) dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV  
Preemptive Rights**

The Corporation elects to have preemptive rights as follows:

A. The shareholders of the Corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue them.

B. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable whether or not supported by consideration.

C. The Corporation specifically elects to have preemptive rights with respect to:

1. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six months from the effective date of incorporation; and

4. Shares issued otherwise than for money.

D. Holders of shares of any class or series without general voting rights but with preferential rights to distributions or assets shall have no preemptive rights with respect to shares of any class.

E. Holders of shares of any class or series with general voting rights but without preferential rights to distributions or assets have no preemptive rights with respect to shares of any class with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares without preferential rights.

F. Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the Board of Directors that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

## **ARTICLE V**

### **Incorporators**

The name and street address of the Incorporators of this Corporation are as follows:

Mr. Chris Ganoudis  
2670 Mills Creek Road  
Chuluota, Florida 32766

Mr. Frank Longo  
312 Still Forrest Terrace  
Sanford, Florida 32771

**ARTICLE VI**  
**Term of Corporate Existence**

The Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII**  
**Address of Registered Office and Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida shall be 200 South Orange Avenue, Suite 1428, Orlando, Florida 32801. The name of the initial registered agent of the Corporation at the above address is Mr. John M. Ariale. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

**ARTICLE VIII**  
**Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not less than two (2) or more than five (5) Directors. The Board shall initially have two (2) seats. The size of the Board may be altered only by an affirmative vote of at least seventy-five percent (75%) of the outstanding shares of voting stock of the Corporation, either by amendment to these Articles or amendment of the Bylaws.

**ARTICLE IX**  
**Initial Directors**

The initial Directors of the Corporation shall be: **Mr. Chris Ganoudis** and **Mr. Frank Longo**. The address of each is:

Mr. Chris Ganoudis  
2670 Mills Creek Road  
Chuluota, Florida 32766

Mr. Frank Longo  
312 Still Forrest Terrace  
Sanford, Florida 32771

**ARTICLE X**  
**Transactions In Which Directors**  
**Or Officers Are Interested**

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in

which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

## **ARTICLE XI**

### **Indemnification of Directors and Officers**

The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

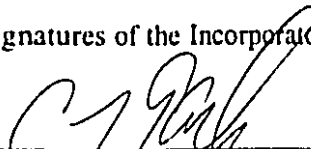
## **ARTICLE XII**

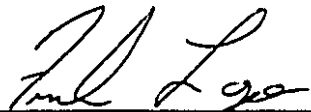
### **Amendment**

These Articles of Incorporation may be amended only by an affirmative vote of at least seventy-five percent (75%) of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority is required by applicable law.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation has hereunto set his hand and seal this 3rd day of October, 1996.

Signatures of the Incorporators:


  
\_\_\_\_\_  
Mr. Chris Ganoudis

  
\_\_\_\_\_  
Mr. Frank Longo

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mr. Chris Ganoudis and Mr. Frank Longo, for the purpose of lawfully executing these Articles of Incorporation, who are personally known to me or who have each produced a driver's license as identification and who did not take an oath.

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

  
\_\_\_\_\_  
Notary Public  
My commission expires:

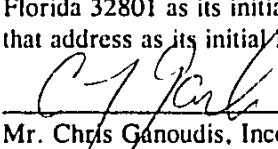


VIRGINIA B. RETALLACK  
MY COMMISSION # CC327817 EXPIRES  
December 3, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

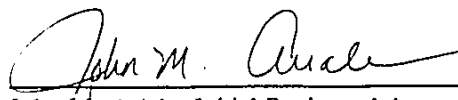
**Church Street Cigar Company, Inc.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 200 South Orange Avenue, Suite 1428, Orlando, Florida 32801 as its initial Registered Office and has named **Mr. John M. Ariale**, at that address as its initial Registered Agent.

  
Mr. Chris Ganoudis, Incorporator

  
Mr. Frank Longo, Incorporator

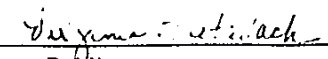
**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **Church Street Cigar Company, Inc.** at the place designated in its Articles of Incorporation, the undersigned, **Mr. John M. Ariale**, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

  
John M. Ariale, Initial Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Acceptance of Registered Agent for Church Street Cigar Company, Inc. was acknowledged before me this 3rd day of October, 1996, by John M. Ariale, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

  
Notary Public  
My Commission Expires:



VIRGINIA B. RETALLACK  
MY COMMISSION # CC327817 EXPIRES  
December 3, 1997  
BONDED THROUGH FAIR JANCE, INC.

FILED

OCT -4 PM 3:04

CLERK OF STATE  
TALLAHASSEE, FLORIDA