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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: U.S. CIGAR DISTRIBUTORS, INC.

AUDIT NUMBER.....H96000014908

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
U.S. CIGAR DISTRIBUTORS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

NAME

The Name of the Corporation is U.S. CIGAR DISTRIBUTORS, INC.

ARTICLE II.

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III.

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Stewart A. Markin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Tel. (305) 358-5800
Fla. Bar No. 153444

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 5,000,000 shares of common stock with par value of \$.0001 each and 5,000,000 shares of preferred stock with par value of \$.0001 each.

The Corporation shall be authorized to issue classes of preferred stock having such designations, preferences, rights, qualifications, limitations or restrictions as may be designated by Board of Directors resolutions and which may be dependent upon facts or events outside the Certificate of Incorporation or any amendment thereto or resolution or resolutions of the Board of Directors authorizing the issuance of such stock, provided that no preference shall diminish the liquidation rights or voting rights of the common shareholders. This limitation shall not prohibit the issuance of preferred stock convertible into common stock or the issuance of common stock as interest payments or dividends.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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ARTICLE VI.

PRINCIPAL OFFICE

The principal office of the Corporation is 6910 Barquera, Coral Gables, Florida 33146.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 444 Brickell Avenue, Third Floor, Miami, Florida 33131. The initial registered agent at that address is STEWART A. MERKIN.

ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAMEADDRESS

JUAN A. VEGA, SR.

6910 Barquera
Coral Gables, FL 33146

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator is: STEWART A. MERKIN, ESQ., Rivergate Plaza, Suite 300, 444 Brickell Avenue, Miami, Florida 33131.

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ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 23 day of October, 1996.



Stewart A. Merkin

STATE OF FLORIDA)

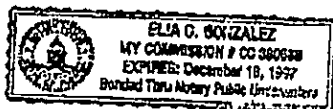
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Stewart A. Merkin, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 23 day of October, 1996.


Notary Public, State of
Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

U.S. CIGAR DISTRIBUTORS, INC.

2. The name and address of the Registered Agent and office is:

STEWART A. MERKIN, ESQ.
RIVERGATE PLAZA, SUITE 300
444 BRICKELL AVENUE
MIAMI, FLORIDA 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE


Stewart A. Merkin

DATE:

October 23, 1996.

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EMPIRE CORPORATE KIT
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: U.S. CIGAR DISTRIBUTORS, INC.

AUDIT NUMBER.....H96000017628

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 3

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
U.S. CIGAR DISTRIBUTORS, INC.

The following resolution was adopted at a joint meeting of shareholders and Board of Directors and approved by unanimous consent of all of the shareholders on December 18th, 1996:

RESOLVED, that Article IV of the Articles of Incorporation be amended to read as follows:

ARTICLE IV
CAPITAL STOCK

The Corporation shall have the authority to issue shares of stock as follows:

- A. 20,000,000 shares of Common Stock, \$.0001 par value.
- B. The Corporation shall be authorized to issue 10,000,000 shares of preferred stock in various classes having such designations, preferences, rights, qualifications, limitations or restrictions as may be designated by Board

Stewart A. Merkin, Esq.
Rivergate Plaza, Suite 300
444 Brickell Avenue
Miami, Florida 33131
Florida Bar No. 153444
(305) 358.5800

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of Directors resolution and which may be dependent upon facts or events outside the Certificate of Incorporation or any amendment thereto, by resolution or resolutions of the Board of Directors authorizing the issuance of such stock, provided that no preference shall diminish the liquidation rights or voting rights of the common shareholders. This limitation shall not prohibit the issuance of preferred stock convertible into common stock or the issuance of common stock as interest payments or dividends.

U.S. CIGAR DISTRIBUTORS, INC.,
a Florida corporation

By: JAYPrint Name: JUAN A. VEGA SA.Title: PRESIDENT

STATE OF FLORIDA)

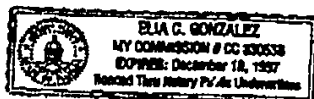
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared, JUAN A. VEGA SA., the President of U.S. CIGAR DISTRIBUTORS, INC., a Florida corporation, who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of December, 1996.

[Signature]
Notary Public, State of Florida

My Commission Expires:



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