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FILED

**May 02 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P96000087509 (1)

1. Corporation Name
U.S. CIGAR DISTRIBUTORS, INC.



Principal Place of Business: 6910 BARQUERA STREET CORAL GABLES FL 33146

Mailing Address: 6910 BARQUERA STREET CORAL GABLES FL 33148-3818

3. Date Incorporated or Qualified: 10/23/1996

3a. Date of Last Report: _____

4. FEI Number: 65-0711831

Applied For: Not Applicable

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 Zip Country

25 Country

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 Zip Country

30 Country

9. Name and Address of Current Registered Agent

**MERKIN, STEWART A
444 BRICKELL AVE., RIVERGATE PLAZA
THIRD FLOOR
MIAMI FL 33131**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

DELETE

TITLE: D

NAME: VEGA, JUAN A

STREET ADDRESS: 6910 BARQUERA

CITY-ST-ZIP: CORAL GABLES FL 33148

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

Change Addition

1.1 TITLE: STREET D, P, C

1.2 NAME: JOHN J. KELLY

1.3 STREET ADDRESS: 74 WALNUT HILL RD.

1.4 CITY-ST-ZIP: BETHEL, CT 06801

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report, or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or on an attachment with an address.

SIGNATURE: **JUAN A. VEGA** 4/25/97 305-62-7723

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)