

P96000089500

October 23, 1996

Division of Incorporation
P.O. Box 6327
Tallahassee, FL 32314

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To whom it may concern,

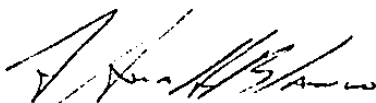
Enclosed please find Articles of Incorporation and a check for \$122.50 to serve as an application for incorporating Candela Imports, Inc.

We kindly request to receive confirmation of this request to the following address.

479 N.W. 47th Terrace
Deerfield Beach, FL 33442
C/O Lina M. Sosa

Thanking you in advance,

Sincerely,



Jose A. Blanco
Ph.# (954)422-5655

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CANDELA IMPORTS, INC.

The undersigned, a natural person of the age of majority or more, acting as sole incorporator under the provisions of the Corporation Act of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: Candela Imports, Inc.

ARTICLE II - PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III - PURPOSES AND POWERS

Section 1. - Purposes

The purposes for which this corporation is organized are as follows:

Distribution and sales of cigars throughout the United States.

Section 2. - Powers

This corporation shall have all the powers granted to domestic corporations under the Corporation Act of the State of Florida and may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - PLACE OF BUSINESS

The principal place of doing business of this corporation shall be: 479 N.W. 47th Terrace, Deerfield, Beach, Florida 33442 or such other place as the Board of Directors may from time to time establish.

ARTICLE V - MINIMUM CAPITALIZATION

This corporation will not commence business until at least \$100 has been received as consideration for the issuance of shares.

ARTICLE VI - STOCK CLAUSES

The aggregate number of shares which this corporation shall have authority to issue is 1,000 (one thousand) shares with a par value of \$1.00 (one US dollar) per share. The corporation shall not have the authority to issue shares in series.

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TALLAHASSEE, FLORIDA

ARTICLE VII - PREEMPTIVE RIGHTS AND RELATED MATTERS

Section 1. - Statement of Preemptive Rights

After the first 100 shares of this corporation's authorized shares have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (and securities convertible into shares) of this corporation that may for time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price(s), terms and conditions of the issue of shares and inviting him or her to exercise this or her preemptive rights.

Section 2. - Prohibition of Issue of Shares for Other than Money

Shares in this corporation shall not be issued for consideration other than money or in payment of a debt of the corporation without the unanimous consent of all the shareholders.

ARTICLE VIII - PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. - Meetings of Shareholders and Directors

Meetings of the Shareholders and Directors of this corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

Section 2. - By-Laws

The initial By-Laws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the Shareholders. The By-Laws may contain any provisions for the regulation and management of this corporation which are consistent with the Florida Corporation Act and these Articles of Incorporation.

Section 3. - Contracts in Which Directors Have an Interest

No contract or other transaction of this corporation with any person, firm or corporation or no contract or other transaction which this corporation is interested shall be invalidated or affected by (a) the fact that one or more of the Directors of this corporation is interested in or is a Director or officer of another corporation, or (b) the fact that any Director individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a Director of this corporation is hereby relieved from any liability that might otherwise arise by reason of this or her contracting with this corporation for the benefit of himself or herself or any firm or corporation in which he or she may be interested.

Section 4. - Compensation of Directors

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which this compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is the address of its principal place of business provided herein above, to-wit: 479 N.W. 47th Terrace, Deerfield Beach, Florida 33442.

The name of the initial registered agent of this corporation at that address is Lina M. Sosa.

ARTICLE X - INITIAL DIRECTORS, OFFICERS AND INCORPORATORS

The initial officers of this corporation shall be as follows:

President: José A. Blanco

Secretary: Robert O. Sosa

Treasurer: Lina M. Sosa

The initial Board of Directors shall consist of three (3) members as follows: José A. Blanco, Robert O. Sosa, and Lina M. Sosa who are to serve as Directors until the first annual meeting of Shareholders or until his successor is elected and qualified.

The name and address of the incorporators of this corporation are:

José A. Blanco - c/o 479 N.W. 47th Terrace, Deerfield Beach, Florida 33442

Robert O. Sosa - 479 N.W. 47th Terrace, Deerfield Beach, Florida 33442

Lina M. Sosa - 479 N.W. 47th Terrace, Deerfield Beach, Florida 33442

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only by 2/3 vote of the Shares entitled to vote.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

No Shareholder may transfer all or a part of his shares without having offered them to the other Shareholder(s), who shall enjoy a preferential right to purchase them.

The proposal shall be made to the Board of Directors in a Registered or Certified letter with acknowledgment of receipt advising of the number of share to be transferred, the price, as well as the name, surname, profession and address of the eventual purchaser or purchasers, if any.

As soon as practicable after receipt of such letter, the Board shall inform the Shareholders of the terms of the proposed stock purchase.

Shareholders will have fifteen (15) days from the receipt of said notice to advise the Board of Directors in writing as to whether they wish to buy the shares put on sale. Should acceptable offer be made which would amount to a demand in excess of the number of shares for sale, these shall be distributed in proportion to the number of shares held by the Shareholders who will have made such purchase proposals and within the limit of their requests. The Board of Directors is especially entrusted with the settlement of such distribution. If, however, no acceptable offer has been made within the said fifteen (15) days times, the Board will be at liberty to seek a third-party purchaser and will have, for that purpose thirty (30) days starting from the termination of the fifteen (15) day period to obtain such third-party purchaser. If, upon termination of said thirty (30) day period, the Board has not been able to find any person, whether a Shareholder or not, as purchaser, the selling Shareholder will be free to dispose of his shares as he sees fit.


ARTICLE XIII - VOTE REQUIRED FOR FUNDAMENTAL CHANGES

A vote of at least two-thirds (2/3) of the outstanding shares entitled to vote shall be necessary for the following corporate action:

- a. Merger or consolidation of the corporation;
- b. Reduction or increase of the stated capital of the corporation;
- c. Reduction or increase in the number of authorized shares of the corporation;
- d. Sale, lease, encumbering or exchange of the major portion of the property or assets of the corporation;
- e. Dissolution of the corporation;
- f. Assignment for the benefit of creditors of the majority of assets of the corporation and filing of a voluntary petition for bankruptcy.

No shares of common stock (including treasury stock) in this corporation shall be issued without the consent of holders of the majority of the common stock then issued and outstanding.

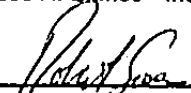
Heroby, the undersigned being the incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 23rd day of October, 1996.



José A. Blanco - Incorporator

10-23-1996

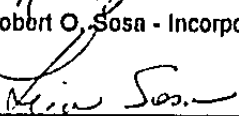
Date



Robert O. Sosa - Incorporator

10-23-96

Date



Lina M. Sosa - Incorporator

10-23-96

Date

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First -- That Candela Imports, Inc., desiring to organize under the laws of State of Florida with its principal office as indicated in the Articles of Incorporation in the County of Broward, State of Florida, has named Lina M. Sosa located at 479 N.W. 47th Terrace, Deerfield Beach, Florida 33442 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:



Lina M. Sosa

DATE:

10/23/96

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