

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0393

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 144200 *P. 81512A Patuero. P. 11/16*

AUTHORIZATION :

COST LIMIT : \$ ~~222.50~~ 122.50

ORDER DATE : November 5, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 144200-005

CUSTOMER NO: 81512A

CUSTOMER: Richard J. Hays, Esq  
RICHARD J. HAYS, P.A.

Suite 207  
7200 West Commercial Boulevard  
Lauderhill, FL 33319

300001996289--4

FILED  
96 NOV -5 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: OAKLAND LEISURE BUSINESS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS:

RECEIVED  
96 NOV -5 AM 11:25  
DIVISION OF CORPORATION

11-596  
KR

**ARTICLES OF INCORPORATION**

**OF**

**OAKLAND LEISURE BUSINESS CORP.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

96 NOV -5 PM 2:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corporation shall be:

OAKLAND LEISURE BUSINESS CORP.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2761 East Oakland Park Blvd., Bays 1 & 2  
Ft. Lauderdale, FL 33306

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares @ \$10.00 par value

**ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Richard J. Hays  
7200 W. Commercial Blvd., #207  
Lauderhill, FL 33319

**ARTICLE V INCORPORATOR(S)**

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

Stephen J. Labadini  
2761 East Oakland Park Blvd., Bays 1 & 2  
Ft. Lauderdale, FL 33306

The undersigned has(have) executed these Articles of Incorporation this

1st day of November, 19 96.

  
Signature/Title

STEPHEN J. LABADINI, President/Secy.

\_\_\_\_\_  
Signature/Title

\_\_\_\_\_  
Signature/Title

**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: \_\_\_\_\_

\_\_\_\_\_ OAKLAND LEISURE BUSINESS CORP. \_\_\_\_\_

2. The name and address of the registered agent and office is:

\_\_\_\_\_ Richard J. Hays \_\_\_\_\_

\_\_\_\_\_ (NAME) \_\_\_\_\_

\_\_\_\_\_ 7200 W. Commercial Blvd., #207 \_\_\_\_\_

\_\_\_\_\_ (P.O. BOX NOT ACCEPTABLE) \_\_\_\_\_

\_\_\_\_\_ Lauderhill, FL 33319 \_\_\_\_\_

\_\_\_\_\_ (CITY/STATE/ZIP) \_\_\_\_\_

FILED  
96 NOV - 3 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

SIGNATURE \_\_\_\_\_

*Stephen J. Polach*  
(corporate officer)

TITLE *as* \_\_\_\_\_

*President/Secretary*

DATE \_\_\_\_\_

November 1, 1996

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 AS 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 \_\_\_\_\_

*Richard J. Hays*  
Richard J. Hays

DATE \_\_\_\_\_

November 1, 1996

REGISTERED AGENT FILING FEE: \$35.00

P96000090773

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. GOMEZ CIGAR, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

400001996204--8

11/05/96 01096-73

\*\*\*\*\*78.75 \*\*\*\*\*78.75

4.

(Corporation Name)

(Document #)

☒ Walk in

☒ Pick up time

2:00

☐ 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

RECEIVED  
96 NOV -5 4:11:30  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF**

**GOMEZ CIGAR, INC.**

**FILED**  
96 NOV -5 PM 2:16  
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: GOMEZ CIGAR, INC.

The principal place of business of this corporation shall be: 1900 West 68 Street, Ste#E205  
Hialeah, Florida 33014

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (500) FIVE HUNDRED @ \$1.00 par value per share

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, and shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitle to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE V OFFICERS DIRECTORS**

The name (s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

**40% Pedro Fidel Gomez**  
**20% Pedro Francisco Gomez**  
**20% Joel Gomez**  
**20% Juan Manuel Garcia**  
**1900 West 68 Street, Ste# E205**  
**Hialeah, Florida 33014**

## **ARTICLE VI CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation: any Director Individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, with like force and affect as if he were not such a Director or Officer of such other Corporation or not so interested.

## **ARTICLE VII AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

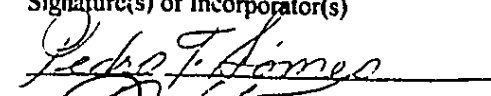
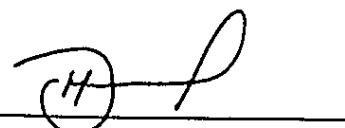
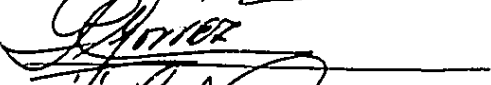

## ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Pedro Fidel Gomez  
Pedro Francisco Gomez  
Joel Gomez  
Juan Manuel Garcia  
1900 West 68 Street, Ste#E205  
Hialeah, Florida 33014

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 01st day of November, 1996

Signature(s) of Incorporator(s)



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 : **GOMEZ CIGAR, INC.**
2. The name and address of the registered agent and office is : **Pedro Francisco Gomez**  
**1900 West 68 St, Ste#E205**  
**Hialeah, Florida 33014**

SIGNATURE

*Pedro F. Gomez*

TITLE

*President*

DATE

*11/2/96*

HAVING BEEN NAMED TO ACCEPT SERVICE OF 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*P. Gomez*

DATE

*11/2/96*

FILED  
96 NOV -5 PM 2  
TALLAHASSEE, FLORIDA

P96000090773

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305) 552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

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

1. GOMEZ CIGAR, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_ 000002272466--4  
(Corporation Name) (Document #) -08/20/97--01084--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
37 AUG 20 PM 2:22  
57 AUG 20 2:11:05

720  
Joh  
Amend

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**GOMEZ CIGAR, INC.**

**FILED**  
97 AUG 20 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607,1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment (s) adopted: (indicate article number(s) being amended, added or deleted)

**ARTICLE I- NAME**

Deleted: 1900 West 68 Street, Ste#E205  
Hialeah, Florida 33014

Added: 800 Grand Canal Drive  
Miami, Florida 33144

**ARTICLE V - OFFICERS DIRECTORS**

Deleted: 40% Pedro Fidel Gomez  
Deleted: 20% Pedro Francisco Gomez  
Deleted: 20% Joel Gomez  
Deleted: 20% Juan Manuel Garcia

Deleted: 1900 West 68 Street, Ste#E205  
Hialeah, Florida 33014

Added: 23.75% Pedro Fidel Gomez  
Added: 23.75% Pedro Francisco Gomez  
Added: 23.75% Joel Gomez  
Added: 23.75% Juan Manuel Garcia  
Added: 50% Rolando Sanchez

Added: 800 Grand Canal Drive  
Miami, Florida 33144

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment it not contained in the amendment itself, are as follows:

By Shareholders vote

**THIRD:** The date of each amendment's adoption: August 6th, 1997

**FOURTH:** Adoption of Amendment(s) (Check One)

**X** The amendment(s) was/were approved by the shareholders. The number of votes as for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ (Voting Group.)"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th of August, 1997.

Signature: \_\_\_\_\_

A handwritten signature in dark ink, appearing to read 'Pedro F. Gomez', is written over a horizontal line. The signature is stylized with a large 'P' and a cursive 'G'.

**PEDRO F. GOMEZ**

**VICE-PRESIDENT/DIRECTOR**