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Charter Number Only

% Alma Valdez
Becker & Poliakoff
Requester's Name
5201 Blue Lagoon Dr. #100
Address
Miami, FL 33124
City State ZIP Phone

262.4433

VALIDATION ONLY

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CORPORATION(S) NAME

Cigar Gallery, Inc.

FILED
36 NOV -7 AM 11:47
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

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NR R96-5308

CERTIFIED COPY

ARTICLES OF INCORPORATION OF
CIGAR GALLERY, INC.

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation shall be: CIGAR GALLERY, INC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is: To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares and its Par Value that this corporation is authorized to issue and have outstanding at any one time is: 5,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

Prepared By: Alma E. Valdes, CLA
5201 Blue Lagoon Dr. St.100
Miami, Florida 33126
(305)262-4433

**ARTICLE VI
CORPORATE EXISTENCE**

The Corporation is to have perpetual existence.

**ARTICLE VII
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation in the State of Florida is: 2920 Ponce de Leon Boulevard, Coral Gables, FL 33134.

**ARTICLE VIII
NUMBER OF DIRECTORS**

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation are: 5201 Blue Lagoon Drive, Suite 100; Miami, FL 33126

**ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 5201 Blue Lagoon Drive, Suite 100; Miami, FL 33126 ; and the name of the initial registered agent is: Anthony A. Kalliche, Esquire.

**ARTICLE XI
INDEMNIFICATION**

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

IN WITNESS WHEREOF, I do make and subscribe these Articles of
Incorporation on this 6th day November, 1996.

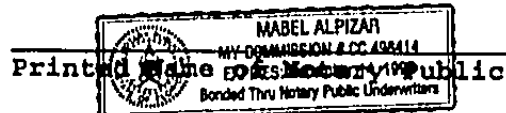
SIGNATURE OF INCORPORATOR:


ALMA E. VALDES

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th
day of November, 1996, by ALMA E. VALDES, individually.
She is personally known to me and did take oath, this 6th day of
November, 1996.


 (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE



My Commission Expires:

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the
above-stated Corporation, at the place designated in the
foregoing Articles of Incorporation, I hereby accept to act in this
capacity, and agree to comply with the applicable provisions of all
pertinent legislation.

By: 
ANTHONY A. KALLICHE
Registered Agent