

P960000 92810

Charter Number Only

11-11-96 Orlando

Sticima Madrigal #210
 Registrar's Name

4160 West 16 Ave
 Address

Wesley FL 32072
 City State ZIP Phone

822-7220

VALIDATION ONLY

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 -1144122050010000121450

11/13/96 01095 014
 \$122.50

CORPORATION(S) NAME

Jose's Cigars, Inc.

FILED
 96 NOV 13 PM 12:01
 SECRETARY OF STATE
 ALBANY FLORIDA

Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Mail Out
- Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE
 NOV 11 1996

CERTIFIED COPY

RECEIVED
 96 NOV 13 PM 10:34
 DIVISION OF CORPORATIONS

EFFECTIVE DATE
NOV 1 1996

FILED
95 NOV 13 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE UNDERSIGNED SUBSCRIBERS TO THOSE ARTICLES OF INCORPORATION EACH A NATURAL PERSON, COMPETENT TO CONTRACT, HEREBY ASSOCIATED THEMSELVES TOGETHER TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. -NAME-

THE NAME OF THIS CORPORATION IS: JOSE'S CIGARS, INC.

ARTICLE II. -DURATION-

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III. -PURPOSE-

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES: TO CARRY ON THE BUSINESS OF SALE OF CIGARS AND OTHER TOBACCO PRODUCTS AND ACCESSORIES . THE FULL POWER AND AUTHORITY TO DO ALL AND EVERYTHING NECESSARY TO ACCOMPLISH THE OBJECTS ENUMERATED IN THESE ARTICLES OF INCORPORATION TO THE PROTECTION AND BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS SET FORTH IN THESE ARTICLES OR ANY AMENDMENT THEREOF.

ARTICLES IV. -CAPITAL STOCK-

THIS CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1,000) SHARES OF ONE DOLLAR (\$1) PER VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES".

ARTICLE V. -PREEMPTIVE RIGHTS-

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLD, SHALL HAVE THE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI. -INITIAL REGISTERED OFFICE & AGENT-

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS: 1658 BAY ROAD # 502 MIAMI BEACH , FLORIDA 33139 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS: JOSE VICENTE PEREZ

ARTICLE VII. - INCORPORATION-

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

JOSE VICENTE PEREZ
1658 BAY ROAD # 502
MIAMI BEACH, FL 33139

ARTICLE VIII. -BYLAWS-

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY LAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE IX. -RESTRICTIONS ON TRANSFERS OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

JOSE VICENTE PEREZ, PRESIDENT, SECRETARY AND TREASURY----100%SHARES

SHARES HELD BY INITIAL SHAREHOLDERS, MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS.

ARTICLES X. -CALLING OF SPECIAL MEETINGS.

SPECIAL MEETINGS OF SHAREHOLDERS MAY BE CALLED BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, GIVING FIVE (5) DAYS WRITTEN NOTICE.

ARTICLE XI. -SHAREHOLDER QUORUM & VOTING-

FIFTY ONE PERCENT (51%) OF THE SHARES ENTITLED TO VOTE, REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF SHAREHOLDERS. IF QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF FIFTY ONE PERCENT (51%) OF THE SHARES REPRESENTED AT THE MEETING ENTITLED TO VOTE ON THE SUBJECT MATTER, SHALL BE ACT OF THE SHAREHOLDERS.

ARTICLE XII. -SHAREHOLDERS MEETING REQUIRED.

ANY ACTION OF THE SHAREHOLDERS OF THIS CORPORATION MUST BE TAKEN AT A MEETING OF SHAREHOLDERS OF THIS CORPORATION, DULY CALLED AS PROVIDED BY LAW, EXCEPT AS PROVIDED IN ARTICLE XX.

ARTICLE XIII. -MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THIS DIRECTION OF THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE XIV. -POWERS-

THIS CORPORATION SHALL HAVE ALL OF THE CORPORATE POWERS ENUMERATED IN THE FLORIDA CORPORATION ACT.

ARTICLE XV. -MEETINGS BY TELEPHONE CONFERENCE.

SHAREHOLDERS MAY PARTICIPATE IN SPECIAL MEETINGS BY MEANS OF TELEPHONE CONFERENCE AS PROVIDED BY LAW.

ARTICLE XVI. - ACTION BY SHAREHOLDERS WITHOUT A MEETING
THE SHAREHOLDERS MAY TAKE ACTION BY WRITTEN CONSENT AS
PROVIDED BY LAW.

ARTICLE XVII. - DIVIDENDS -
DIVIDENDS MAY BE PAID TO SHAREHOLDERS ONLY OUT OF THE
UNRESERVED AND UNRESTRICTED EARNED SURPLUS OF THE CORPORATION.

ARTICLE XVIII. - INDEMNIFICATION -
THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR
ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XIX. - AMENDMENT -
THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT HERETO AND ANY RIGHT TO CONFERRED UPON SHAREHOLDERS IS
SUBJECT TO THIS RESERVATION.

ARTICLE XX. - NOTICE -
ANY NOTICE REQUIRED HEREIN SHALL BE BY CERTIFIED MAIL, RETURN
RECEIPT REQUESTED OR HAND DELIVERED TO THE STOCK HOLDER AT THE
FOLLOWING ADDRESS: 1658 BAY ROAD # 502 MIAMI BEACH, FLORIDA 33139

ARTICLE XXI. -INITIAL DIRECTORS AND OFFICERS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, HIS NAME
AND ADDRESS IS AS FOLLOWS:

JOSE VICENTE PEREZ
1658 BAY ROAD # 502
MIAMI BEACH, FL 33139

ARTICLE XXII. -PRINCIPAL OFFICE ADDRESS -

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS
CORPORATION IN THE STATE OF FLORIDA IS:

1658 BAY ROAD # 502 MIAMI BEACH, FLORIDA 33139

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED
THESE ARTICLES OF INCORPORATION THIS 11TH DAY OF NOVEMBER 1996.



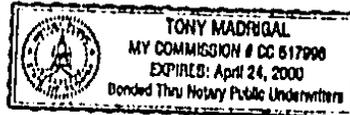
JOSE VICENTE PEREZ, PRESIDENT, SECRETARY AND TREASURY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE
ACKNOWLEDGEMENTS IN THE STATE OF COUNTY SET FORTH, PERSONALLY
APPEARED AND KNOWN BY ME AND KNOWN BY ME TO BE THE PERSONS WHO
EXECUTED THE FOREGOING ARTICULUS OF INCORPORATION.

WITNESS MY HAND OFFICIAL SEAL IN THE COUNTY AND STATE
AFOREMENTIONED THIS 11 DAY OF THE MONTH NOVEMBER
THE YEAR NINETEEN HUNDRED AND NINETY SIX.

Tony Madrigal
NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

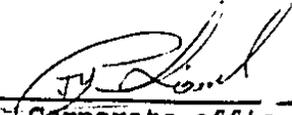


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48. 091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED;

FIRST: THAT JOSE'S CIGARS, INC.
Name of Corporation

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI BEACH STATE OF FLORIDA HAS NAMED JOSE VICENTE PEREZ AT 1658 BAY ROAD # 502 MIAMI BEACH, FLORIDA 33139 ITS AGENT TO ACCEPT SERVICE WITHIN FLORIDA.

SIGNATURE 
Corporate officer
TITLE PRESIDENT
DATE 11/11/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED 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.

SIGNATURE 
RESIDENT AGENT
DATE 11/11/96

FILED
96 NOV 13 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA