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11/06/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4801

FROM: FILINUS, INC.
CONTACT: TERESA ROMAN
PHONE: (904) 385-6735

ACCT#: 072720000101

FAX #: (904) 385-6761

NAME: MOUTIQUE HUMIDOR, INC.
AUDIT NUMBER.....H96000015604
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..8
CERT. COPIES.....0

PAGES..... 3
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 13 1996

FLORIDA

**ARTICLES OF INCORPORATION
OF**

BOUTIQUE HUMIDOR, INC.

ARTICLE I - NAME

The name of this corporation is BOUTIQUE HUMIDOR, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This corporation is organized for the purpose cigar and cigar accessory sales, and any other lawful business it may choose to undertake pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of stock with a One Dollar (\$1.00) par value, which said shares shall be designated as "common shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1211 17th Street, Miami Beach, Florida 33019. The name of the initial Registered Agent of this corporation is Mitchell J. Zidel, Esq., and his address is 800 Douglas Road, Suite 315, Coral Gables, Florida 33134. THE MAILING ADDRESS OF THIS CORPORATION IS 1211 17th Street, Miami Beach, Florida 33019.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Initial Directors. The number of all directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the Initial Director of this corporation are:

David Garber	President/Secretary	17970 N.E. 31st Ct., #4213 N. Miami Beach, FL 33160
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Prepared by:
Mitchell J. Zidel, Esq.
Perez & Hernandez, P.A.
800 Douglas Road, Suite 315
Coral Gables, FL 33134
305-445-7666
Florida Bar #999288

FILED
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CLERK OF DISTRICT COURT
SOUTH DFLA

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P. 3

Mitchell J. Zidel Vice-President/Treasurer 800 Douglas Road, Suite 315
Coral Gables, Florida 33134.

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

David Garber
17970 N.E. 31st Ct., #4113
N. Miami Beach, FL 33160

ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend, rescind or repeal any provisions contained in these Articles of Incorporation and amendment thereof and any right conferred upon the shareholders herein to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1 day of November, 1996.


David Garber

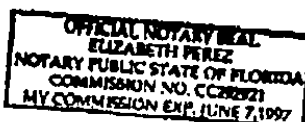
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared David Garber, to me well known and known to me to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 1 day of November, 1996.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



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NOV-13-96 WED 5:31 AM

P. 4

H9600015-4

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the provisions of Florida Statutes Section 48.091 and any Amendments thereto, and to comply with the provisions of all other Statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

1 day of November, 1996.

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**I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES AS
REGISTERED AGENT FOR SAID CORPORATION.**

BY:

Mitchell J. Zabel

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CHANGE OF OFFICE/MAILING ADDRESS

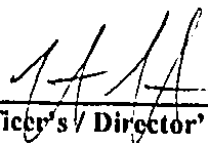
Name of Corporation: **Boutique Humidor, Inc.**

Current Principal Office/Mailing Address:

**1211 17th Street
Miami Beach, Florida 33019**

Address to which Principal Office /Mailing Address is to be changed to:

**1525 Washington Avenue
Miami Beach, Florida 33139**



Officer's / Director' Signature



Officer's /Director' Name

November 20, 1996
(Date)

KS 10/2