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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 154965 9264A

AUTHORIZATION :

COST LIMIT :

*Patricia Pizut*

ORDER DATE : November 14, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 154965-005

CUSTOMER NO: 9264A

600002004586--4

CUSTOMER: Michael Edwards, Esq  
MICHAEL EDWARDS, ESQ

P. O. Box 7278

Port St. Lucie, FL 34985

DOMESTIC FILING

NAME: SUNSHINE TOBACCO CLUB, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

*KR*  
*11-14-96*

FILED  
96 NOV 14 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 NOV 14 AM 10:48  
DIVISION OF CORPORATION

FILED  
96 NOV 14 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SUNSHINE TOBACCO CLUB, INC.

The undersigned, desiring to form a corporation for the purpose hereinafter stated under and pursuant to the laws of the State of Florida, do hereby declare as follows:

ARTICLE I

NAME

The name of the corporation shall be SUNSHINE TOBACCO CLUB, INC.

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 226 S.W. Nativity Terrace, Port St. Lucie, Florida 34984, with the privilege of having its offices and branch offices at such other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of this corporation shall be Francesco Messina, a resident of Florida, and the Registered Office of the corporation shall be 226 S.W. Nativity Terrace, Port St. Lucie, Florida 34984.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by a board of not less than one and not more than seven directors.

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Francesco Messina	226 S.W. Nativity Terrace Port St. Lucie, Florida 34984
Mary Kate Messina	226 S.W. Nativity Terrace Port St. Lucie, Florida 34984

ARTICLE IX  
INITIAL OFFICERS

The names, offices, and street addresses of the first officers of this corporation, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:


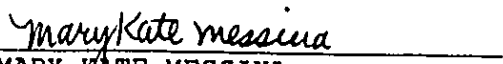
<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
FRANCESCO MESSINA	President/Treasurer	226 S.W. Nativity Terrace Port St. Lucie, FL 34984
MARY KATE MESSINA	Vice President/Secretary	226 S.W. Nativity Terrace Port St. Lucie, FL 34984

ARTICLE XI  
INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are Francesco Messina and Mary Kate Messina, 226 S.W. Nativity Terrace, Port St. Lucie, Florida 34984.

ARTICLE XII  
BEGINNING OF CORPORATE EXISTENCE

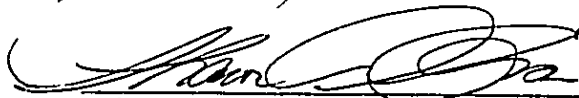
The corporate existence of this corporation shall commence at 8:00 a.m. on the day of filing of these Articles of Incorporation.

  
FRANCESCO MESSINA  
  
MARY KATE MESSINA

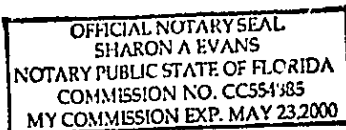
STATE OF FLORIDA            ]  
                                  ] SS:  
COUNTY OF ST. LUCIE        ]

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared FRANCESCO MESSINA and MARY KATE MESSINA, personally known to me and to me well known to be the incorporators of SUNSHINE TOBACCO CLUB, INC., who acknowledged that they executed the same as such incorporators for the purposes therein expressed.

WITNESS my hand and official seal at Port St. Lucie, County of St. Lucie, State of Florida, on this 13<sup>th</sup> day of November, 1996.

  
Sharon A. Evans, Notary Public  
State Of Florida, At Large  
Commission Number: CC-554885

My Commission Expires:



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

In pursuance of Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act:

1. SUNSHINE TOBACCO CLUB, INC., arising to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Port St. Lucie, State of Florida, has named Francesco Messina, located at 226 S.W. Nativity Terrace, Port St. Lucie, Florida 34984, as its agent to accept service of process within this State.

2. 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 provisions of said Act relative to keeping open said office.

Francesco A. Messina  
Francesco Messina

FILED  
96 NOV 14 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA