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November 6, 1996

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Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation of INTRASTATE CIGAR CORPORATION

Gentlemen:

Enclosed please find the original and one copy for certification of Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find a check in the amount of \$122.50 made payable to the Secretary of State, said funds remitted as payment in full for the filing fee, certified copy fee, designation of resident agent fee, capital stock tax fees, etc.

Please file the Articles and return one certified copy thereof to the undersigned at your earliest convenience.

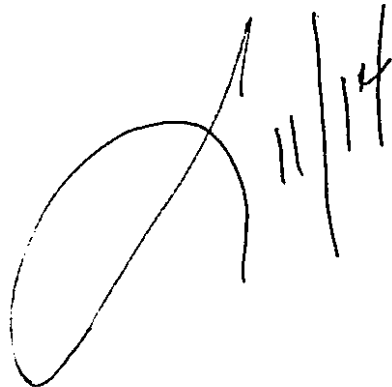
Thank you for your cooperation in this matter.

Very truly yours,

MANDEL, SIMOWITZ, WEISMAN, KIRSCHER & DIAZ, P.A.

William S. Weisman
WSW/jr
Encs.

FILED
96 NOV 12 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
INTRASTATE CIGAR CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **INTRASTATE CIGAR CORPORATION**, and its principal place of business and mailing address is Boca Corporate Center, Suite 300, 2101 Corporate Boulevard, Boca Raton, FL 33431.

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Boca Corporate Center, Suite 300, 2101 Corporate Boulevard, Boca Raton, FL 33431 and the name of the initial registered agent at that address is **WILLIAM S. WEISMAN**.

ARTICLE V - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one nor more than nine.

ARTICLE VI - INITIAL DIRECTORS

The name and address of the initial director who shall hold office until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM S. WEISMAN	Boca Corporate Center Suite 300 2101 Corporate Blvd. Boca Raton, FL 33431

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

NAME

WILLIAM S. WEISMAN

ADDRESS

Boca Corporate Center
Suite 300
2101 Corporate Blvd.
Boca Raton, FL 33431

ARTICLE VIII - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or Shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereon. PROVIDED, also, that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his/her being or having been a Director or Officer of the corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he/she may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, **WILLIAM S. WEISMAN**, the incorporator have executed these Articles of Incorporation this 7th day of NOVEMBER, 1996.

WILLIAM S. WEISMAN

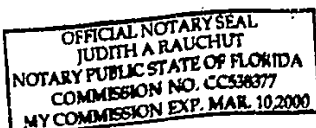
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared **WILLIAM S. WEISMAN**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 7th day of NOVEMBER, 1996.

Judith A. Raucht
NOTARY PUBLIC

My Commission Expires:



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

IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST that INTRASTATE CIGAR CORPORATION, desiring 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 Boca Raton, County of Palm Beach and State of Florida,
has named WILLIAM S. WEISMAN, Boca Corporate Center, Suite 300,
2101 Corporate Blvd., Boca Raton, FL 33431, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this Certificate,
I HEREBY ACCEPT to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

Dated: 11-7-96

By: WILLIAM S. WEISMAN
Registered Agent

FILED
96 NOV 12 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000014394 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTRASTATE CIGAR CORPORATION

AUDIT NUMBER.....H97000014394

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
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TALLAHASSEE, FLORIDA

Amendment
9-2-97
DC

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DIVISION OF CORPORATIONS

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③ **ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
INTRASTATE CIGAR CORPORATION**

The undersigned, President of Intrastate Cigar Corporation, a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Intrastate Cigar Corporation.
2. Article III of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to issue or to have outstanding at any time shall be five thousand (5,000) shares, of which two thousand five hundred (2,500) shares shall be Class A Common Stock, \$1.00 par value per share, and of which two thousand five hundred (2,500) shares shall be Class B Common Stock, \$1.00 par value per share.

The holders of Class A Common Stock shall have one vote for each share of such stock held. Except as provided below and except as otherwise provided for shares of nonvoting common stock pursuant to the laws of the State of Florida, the holders of Class B Common Stock shall not have any voting rights. Notwithstanding the foregoing, the holders of Class B Common Stock shall have the right to reject as a director any director elected by the holders of Class A Common Stock, and to vote upon any matter involving a liquidation or dissolution of the Corporation.

Shares of Class A Common Stock and shares of Class B Common Stock shall be treated as if they were all of one and the same class for purposes of dividend rights and liquidation distributions.

PREPARED BY:

Michael P. Nido, Esq.
Florida Bar Number 082368
Broad and Cassel
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131

(305) 373-9400

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FILED
07 MAY 29 PM 4:26
TALLAHASSEE, FLORIDA

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- IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 29th day of August, 1997.

A. H. Bennett

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