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NAME: INTRASTATE CIGAR CORPORATION  
AUDIT NUMBER.....H97000014394  
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Amended  
9-2-97  
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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:  
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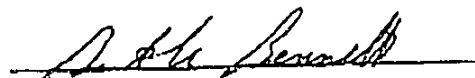
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3. The foregoing amendment was adopted by the sole director and sole shareholder of the Corporation by unanimous written consent dated August 29, 1997.

4. Shareholder consent was obtained in connection with this action.

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

  
Scot Bennett

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