

PA6000095303

11-4-96  
Requestor's Name Lloyd Rautman  
Address 100 W. E. 84 St.  
Minneapolis, MN 55438  
City State ZIP Phone  
757-5800

VALIDATION ONLY

500001995925--8  
-11/05/96--01081--007  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

Cobiba, Inc.  
International, Inc.

FILED  
96 NOV 5 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
NOV - 4 1996

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|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
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Document
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~~12/16/96~~  
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Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 5, 1996

EMPIRE

MIAMI, FL

SUBJECT: COHIBA CO.  
Ref. Number: W96000023437

We have received your document for COHIBA CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 196A00050754

RECEIVED  
96 NOV 21 AM 10:21  
DIVISION OF CORPORATIONS

**EFFECTIVE DATE**  
**NOV - 4 1996**

**FILED**  
**96 NOV 8 PM 2:26**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION**  
**OF**

**COHIBA INTERNATIONAL, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is **COHIBA INTERNATIONAL, INC.** and its business address is  
11401 Pines Boulevard, #280, Pembroke Pines, Florida 33026.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (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 AGENT AND OFFICE**

COHIBA CO. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 11401 Pines Boulevard, #280, Pembroke Pines, FL 33026, has named GIORGIO ESPINOSA, located at 11401 Pines Boulevard, #280, Pembroke Pines, Florida 33026, as its agent to accept service of process within this state.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially who shall serve until his or her successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and addresses of the initial directors of this corporation are as follows:

GIORGIO ESPINOSA	11401 Pines Boulevard Suite 280 Pembroke Pines, Florida 33026
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JASON MANNELLINO	11401 Pines Boulevard Suite 280 Pembroke Pines, Florida 33026
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**ARTICLE VIII - INCORPORATOR**

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

GIORGIO ESPINOSA  
11401 Pines Boulevard  
Suite 280  
Pembroke Pines, Florida 33026

#### ARTICLE IX - BY-LAWS

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

#### ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

GIORGIO ESPINOSA	500
JASON MANSELLINO	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XII - MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify an officer, or any former officer, to the fullest extent permitted by law.

ARTICLE XIV - AMENDMENT

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of November, 1996.

GIORGIO ESPINOSA, Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GIORGIO ESPINOSA known to me to be the person or who produced \_\_\_\_\_ as identification, who, as Incorporator, executed the foregoing Articles of Incorporation of COHIBA INTERNATIONAL, INC. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 4 day of November, 1996.

Marc S. Schiller  
NOTARY PUBLIC, State of Florida

Marc S. Schiller  
PRINTED NAME

My commission expires:



MARC S SCHILLER  
My Commission CC624388  
Expires Jan. 11, 2000

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 4 DAY OF November, 1996.

GIORGIO ESPINOSA, Registered Agent

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared GIORGIO ESPINOSA ~~known to me~~ or who produced \_\_\_\_\_ as identification and who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 4 day of November, 1996.

Marc S Schiller  
NOTARY PUBLIC, State of Florida

PRINTED NAME

My commission expires:



MARC S SCHILLER  
My Commission CC624386  
Expires Jan. 11, 2000