

NOV-21-1996

EMPIRE CORPORATE KIT

P. 05

11/19/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

5:05 PM

((H96000016360 5))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SMOKE, INC.

AUDIT NUMBER.....H96000016360

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:08:1.

FILED  
96 NOV 21 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

196A-53141  
re 11-22-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

November 20, 1996

EMPIRE

SUBJECT: SMOKE, INC.  
REF: W96000024601

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H96000016360  
Letter Number: 296A00052789

96 NOV 21 P.03/86  
FILED  
H96 000016360  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
PM 4:02

ARTICLES OF INCORPORATION  
OF  
SMOKE Enterprises, Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be:

SMOKE Enterprises, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be One Hundred (100) shares of common stock having \$1.00 par value.
2. The capital stock may be paid for with property, labor or services at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organization meeting.
3. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

Colleen M. Stiger, P.A., Colleen M. Stiger, Esq. 7300 W. Camino Real, Boca Raton, FL 33433; Florida Bar Number:

937990 (561) 391-7757

H96 000016360

H96000016360

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE V

The existence of the corporation is perpetual.

ARTICLE VI

The street address of the initial registered office of this corporation is:

2710 NE 7th Street  
Pompano Beach, Florida 33062

and the initial registered agent of this corporation at the above address is:

Douglas Domino

ARTICLE VII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one nor more than nine persons.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors who, unless provided by the Articles of Incorporation, or by the By-Laws, shall hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

NAMES

DOUGLAS DOMINO

ADDRESSES

2710 NE 7th Street  
Pompano Beach, Florida 33062

ARTICLE IX

The name and street address of the party signing the Articles of Incorporation as subscriber is:

NAME

DOUGLAS DOMINO

ADDRESS

2710 NE 7th Street  
Pompano Beach, Florida 33062

H96000016360

H96000016360

ARTICLE X

The Board of Directors shall be elected at the annual meeting of the shareholders of the corporation by a majority vote of those shareholders attending said meeting in person or by proxy vote.

ARTICLE XI

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

<u>NAME</u>	<u>100</u>	<u>Shares</u>
DOUGLASS DOMINO		100 Shares

ARTICLE XII

The corporation shall indemnify any officer or director or any former officer or director to the full extent of the law.

ARTICLE XIII

Every shareholder upon the sale for cash or any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE XIV

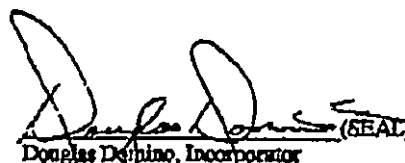
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

The principal place of business of this corporation is:

2710 NE 7th Street  
Pompano Beach, Florida 33062

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19th of November, 1996.


  
Douglas Domino, Incorporator (SEAL)

H96000016360

H96000016360

**ACKNOWLEDGEMENT:**

Having been named initial registered agent for the above-stated corporation, at the initial registered office designation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office.

  
Douglas Domino  
Registered Agent

FILED  
96 NOV 21 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H96000016360