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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

CONTACT: LIDIA FERNANDEZ

PHONE: (305)599-0839

FAX #: (305)716-0346

NAME: U.S. WHOLESALE CIGARS CORPORATION

AUDIT NUMBER.....H96000016745

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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ARTICLES OF INCORPORATION  
OF  
U.S. WHOLESALE CIGARS CORPORATION

ARTICLE I. NAME.

The name of the corporation is U.S. WHOLESALE CIGARS CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The principal office of the Corporation is at 2450 S.W.  
137<sup>th</sup> Avenue, Suite 205  
Miami, Fl 33175

ARTICLE III. REGISTERED AGENT.

The registered agent for the Corporation is JUAN LLAURO  
and the address to be used for service to the Corporation  
shall be 2450 S.W. 137<sup>th</sup> Avenue, Suite 205  
Miami, Fl 33175

ARTICLE IV. BOARD OF DIRECTORS.

- (I) The Corporation shall have a minimum of two (2) directors, and shall have two (2) directors initially. The number of directors may be increased from time to time by amendment of the By-laws
- (II) The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until its successors are elected and qualify, are:

JUAN LLAURO                      MIGUEL GONZALEZ  
2450 S.W. 137<sup>th</sup> Avenue Suite 205  
Miami, Florida 33175

ARTICLE V. INCORPORATOR.

The name and address of the incorporator is as follows:

JUAN LLAURO  
2450 S.W. 137<sup>th</sup> Avenue, Suite 205  
Miami, Florida 33175

Prepared by: JUAN LLAURO  
2450 S.W. 137<sup>th</sup> Av. Suite 205  
Miami, Fl 33175  
(305) 226-1917

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ARTICLE VI. DURATION.

The Corporation shall have perpetual existence.

ARTICLE VII. PURPOSES.

The purposes for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE VIII. POWERS.

The corporation may exercise any powers, without limitation whatsoever, which a Corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

- (A) To elect or appoint officers and agents of the Corporation and to fix their compensation;
- (B) To act as an agent for any individual, association, partnership, corporation or other legal entity;
- (C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;
- (D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the corporation;
- (E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE IX. CAPITAL STOCK.

Section 1. Authorized shares. The total number of shares which this Corporation is authorized to issue is One Hundred (100)

Section 2. Preemptive rights. Except as may otherwise be provided by the board of directors, no holder of any shares of the stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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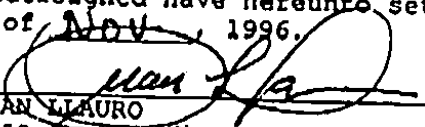
ARTICLE X. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is One Hundred dollars (\$100.00)

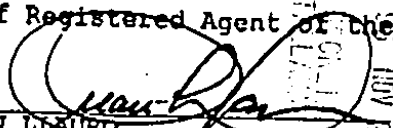
ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the board shall have nonetheless ratified and approved such contract and transaction. Such interested director of directors may be counted in determining whether a quorum is present for the meeting at which such ratification of approval is given. If the interest of such director of directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned have hereunto set his hand this 26 day of Nov, 1996.

  
JUAN LLAURO  
2450 S.W. 137<sup>th</sup> Av. Suite 205  
Miami, Fl 33175

I understand, accept and assume the duties and responsibilities of the position of Registered Agent of the aforementioned Corporation.

  
JUAN LLAURO  
2450 S.W. 137<sup>th</sup> Av. Suite 205  
Miami, Florida 33175  
Phone: (305) 226-1917

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