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307 Airport Pulling Rd. North
P.O. Box 7120/Naples, FL 34101
(941) 643-6263 Fax (941) 643-5243

Attorneys at Law
JAMES D. SPARKMAN
JEFFREY C. QUINN
KAREN B. DEAVIN

Law Offices
Sparkman, Quinn, P.A.

FILED
95 DEC 12 PM 1:23
TALLAHASSEE FLORIDA

November 12, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-12/03/96--01102--015
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Re: NAPLES CIGAR COMPANY

Dear Sir:

In reference to the above, please find enclosed the following:

1. Articles of Incorporation of NAPLES CIGAR COMPANY.
2. Designation of Registered Agent.
3. Check in the amount of \$122.50 covering the following:

a. Filing Fee	\$ 35.00
b. Registered Agent Fee	\$ 35.00
c. Certified Copy	\$ 52.50

Please file the original, certify the copy, and return same to this office.

Sincerely,

JEFFREY C. QUINN

JCQ/cp

Enclosures as stated

12-6-96
TB

ARTICLES OF INCORPORATION
OF

NAPLES CIGAR COMPANY

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of this corporation is NAPLES CIGAR COMPANY.

ARTICLE TWO

DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

STOCK

The corporation shall have authority to issue 7,500 shares of common stock consisting of one class only. The stock shall have a par value of \$1.00 per share.

ARTICLE FIVE

SUBSCRIBERS

The name and street address of the subscriber of the initial issue of stock under these Articles of Incorporation is Leonardo

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96 DEC -2 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Volazquez 4504 Rosea Court, Naples, Florida 34104.

ARTICLE SIX

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 307 Airport Road North, Naples, Florida 33942. The name of the initial registered agent at such address shall be Jeffrey C. Quinn.

ARTICLE SEVEN

CORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 4504 Rosea Court, Naples, Florida 34104.

ARTICLE EIGHT

MANAGEMENT

The corporation shall be managed by the shareholders of the corporation instead of a Board of Directors.

ARTICLE NINE

INCORPORATORS

The names and addresses of the Incorporators are Leonardo Velazquez, 4504 Rosea Court, Naples, Florida 34104 and Michael Woods, 3615 Boca Ciego, Naples, Florida 34112.

ARTICLE TEN

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed

the foregoing Articles of Incorporation on this 12 day of October,
1996 in Naples, Collier County, Florida.

Michael J. Woods
Leonardo Velazquez

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Michael Woods
personally or identified to me by Leonardo Velazquez known to me
as the person described in and who executed the foregoing
instrument, and acknowledge to and before me that he executed said
instrument for purposes therein expressed.

WITNESS my hand and official seal, this 12 day of Nov.,
1996.

Lynn M. Johnson
Notary Signature

Printed Name

Lynn M. Johnson
Seal:
Commission No. _____



LYNN M. JOHNSON
COMMISSION # CC 555928
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

DESIGNATION OF REGISTERED AGENT

MICHAEL WOODS and LEONARDO VELAZQUEZ, the incorporators of NAPLES CIGAR COMPANY hereby designates Jeffrey C. Quinn of 307 Airport Road North, Naples, Florida 33942, to be the registered agent of NAPLES CIGAR COMPANY and Jeffrey C. Quinn by and through this document, hereby accepts the appointment to be registered agent of NAPLES CIGAR COMPANY.

Michael J. Woods
Incorporator

Leonardo Velazquez
Incorporator

Nov. SWORN TO and subscribed before me on this 12 day of Nov., 1996.

Lynn M. Johnson
Notary Public

Lynn M. Johnson
Printed Name of Notary

Seal:

My Commission Expires:



WRITTEN ACCEPTANCE BY REGISTERED AGENT FOR
NAPLES CIGAR COMPANY

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for said corporation.


JEFFREY C. QUINN

SWORN TO and subscribed before me on this 15 day
of November, 1996.



LYNN M. JOHNSON
COMMISSION # CC 556920
EXPIRES JUL 8, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public

Lynn M. Johnson

Printed Name of Notary Public

Seal:

My Commission Expires:

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TALLAHASSEE, FLORIDA