

P96000/00.828

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: Avinio Distributors, Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
96 DEC 13 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL DEC 13 1996

REQUEST TAKEN CONFIRMED APPROVED  
DATE 12/13 \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN Will Pick Up 10:15 2/2

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
6000002028586-6		
<input type="checkbox"/> Name Reservation	-12/13/96-01009-029	
<input type="checkbox"/> Annual Report/Reinstatement	***122.50 ***122.50	
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS	
FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**AVIÑO DISTRIBUTORS, INC.**

The undersigned subscribers to these Articles of Incorporation each natural person competent to contract, hereby associate themselves to form a corporation under the law of the State of Florida.

**ARTICLE I:      NAME**

The name of this corporation is:

AVIÑO DISTRIBUTORS, INC.

**ARTICLE II:      NATURE OF BUSINESS**

The general nature of the business and the objects and purposes to be transacted and carried on are:

1. Purchase, manufacturer, and distribution of cigar and other tobacco products and items related thereto both wholesale and retail.

2. Promotion, manufacture, distribution and sales of all kinds of merchandise.

3. And, in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

4. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgage, bills or exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

1000 shares at 10 cents par value

ARTICLE IV: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than the minimum required by law if any.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is:

2121 S.W. 142nd Avenue, Miami, FL 33175

The Board of Director(s) may from time to time move the principal office to any other address in the State of Florida, and establish branches and subsidiaries in any place within and without the United States.

ARTICLE VII: DIRECTOR(S)

This corporation shall have 1 director(s) initially. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than 1.

ARTICLE VIII: INITIAL BOARD OF DIRECTOR(S)

The name(s) and post office addresse(s) of the member(s) of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are:

GILBERT LOPEZ  
2121 S.W. 142nd Avenue  
Miami, Florida 33175

ARTICLE IX: SUBSCRIBERS

The name(s) and post office addresse(s) of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration thereof are:

GILBERT LOPEZ  
2121 S.W. 142nd Avenue  
Miami, Florida 33175

200 shares  
Good and valuable  
consideration

ARTICLE X: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholder, and approved at the Stockholders' meeting by a majority of the stockholders of the stock entitled to vote thereon.

ARTICLE XI: DESIGNATION OF RESIDENT AGENT

That COSME ERNEST RENNELLA located at  
2524 N.W. 7th Street City of Miami  
State of Florida, is hereby named resident agent for this  
Corporation to be its agent and to accept service of process  
within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for  
AVINO DISTRIBUTORS, INC. at the place  
designated in this Article, I hereby accept to act in this  
capacity, and agree to comply with the provision of said act  
relative to keeping open said office.

By:   
(Resident Agent)

I, THE UNDERSIGNED, being the original subscriber to the  
capital stock hereinabove named for the purpose of forming a  
corporation for profit to do business both within and without the  
State of Florida, do hereby make, subscribe, acknowledge and file  
this certificate, hereby declaring and certifying that the facts  
herein stated are true, and do respectively agree to take the  
number of shares of stock herein above set forth, and accordingly  
have hereunto set my hand and seal this 10 day of  
December, 1996.

  
GILBERT LOPEZ

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day before me, a Notary

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Public duly authorized to administer oaths and take  
acknowledgments, personally appeared GILBERT LOPEZ  
to me well known to be the persons described as subscribers in and  
who executed the foregoing Articles of Incorporation, and  
acknowledged before me that they subscribed to those Articles of  
Incorporation and have produced a Florida Driver  
License

as identification and who did (~~did not~~) take an oath.

WITNESS my hand and seal in the County and State named  
above this 10<sup>th</sup> day of DECEMBER, 1996.

C. C. Rennella  
NOTARY PUBLIC, State of Florida

