

P 96000101396

HIGH, STACK, LAZENBY, PALAHACH & DEI AMO

ATTORNEYS AT LAW
3980 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
(305) 443-3328

FILED

96 DEC 17 AM 9:19

ROBERT KING HIGH (1924-1967)
CHARLES R. STACK, P.A.
ROBERT A. LAZENBY, P.A.
MICHAEL PALAHACH, P.A.
GEORGE W. MAXWELL III
CLAY D. MORGAN
CARLOS DEI AMO, P.A.
JACK L. PLATT
FERNANDO M. PALACIOS (OF COUNSEL)
NEED C. CARY (OF COUNSEL)
ALVIN B. CAWY (OF COUNSEL)

FAX (305) 443-3328 DEPT. OF STATE
FAX (904) 498-1444 TALLAHASSEE, FLORIDA
585 E. STRAWBRIDGE AVE.
MIRABOURN, FL 32901
(407) 728-5888
FAX (407) 984-2411

PLEASE REPLY TO:

November 15, 1996

Coral Gables

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

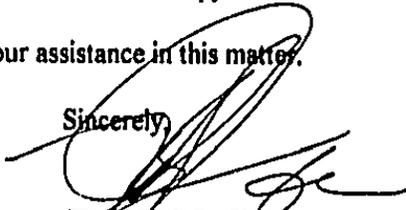
100012021091 --S
-12/05/96--01055--004
***\$122.50 ***\$122.50

Re: Gonzalez & Gonzalez Tobacco Co., Inc.

Sirs:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Sincerely,

CHARLES R. STACK

PH 12/17/96
WFO 25727
PH 12/19/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CHARLES R. STACK, ESQ.
3929 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

SUBJECT: GONZALEZ & GONZALEZ TOBACCO, INC.
Ref. Number: W96000025727

We have received your document for GONZALEZ & GONZALEZ TOBACCO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 296A00054935

HIGH, STACK, LAZENBY, PALAHACH & DEL AMO

ATTORNEYS AT LAW

3989 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134
(305) 443-3320

ROBERT KING HIGH (1984-1987)
CHARLES R. STACK, P.A.
ROBERT A. LAZENBY, P.A.
MICHAEL PALAHACH, P.A.
GEORGE W. MAXWELL III
CLAY D. MORGAN
CARLOS DEL AMO, P.A.
JACK L. PLATT
CHRISTOPHER M. RUNDLE, P.A. (OF COUNSEL)
FERNANDO M. PALACIOS (OF COUNSEL)
NEED C. CARY (OF COUNSEL)
ALVIN S. CAWY (OF COUNSEL)

FAX (305) 443-0880
FAX (305) 444-8370
828 E. STRAWBRIDGE AVE.
MILMOURN, FL 33001
(407) 788-8828
FAX (407) 884-8411

PLEASE REPLY TO:

December 12, 1996

Coral Gables

Ms. Pamela Hall
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

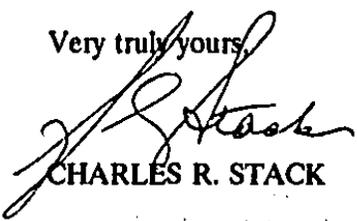
Re: Gonzalez & Gonzalez Tobacco, Inc.
Ref. Number W96000025727

Dear Ms. Hall:

Please find enclosed the original and a copy of the Designation of Registered Agent and Acceptance which was inadvertently omitted when we forwarded the Articles of Incorporation for filing. I am therefore requesting that the Articles be accepted and filed at this time.

Thank you for kind cooperation.

Very truly yours,


CHARLES R. STACK

CRS/mn
Enclosures

ARTICLES OF INCORPORATION
of
GONZALEZ & GONZALEZ TOBACCO, INC.

FILED
96 DEC 17 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **GONZALEZ & GONZALEZ TOBACCO, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are

3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED THOUSAND.**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are

CHARLES R. STACK
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is

CHARLES R. STACK
3929 Ponce De Leon Blvd.
Coral Gables, FL 33134

/

ARTICLE VI. INITIAL DIRECTORS

The names and addresses of the initial directors are as follows:

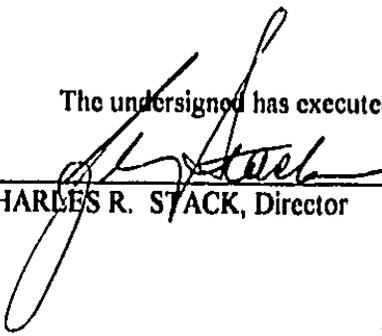
CHARLES R. STACK, Director
RONALD GONZALEZ, Director
HENRY GONZALEZ, Director
MARIO DELLAMICO, Director

all at:

3929 Ponce de Leon Blvd.
Coral Gables, FL 33134

SIGNATURES

The undersigned has executed these articles of incorporation on **NOVEMBER 14, 1996.**



CHARLES R. STACK, Director

Designation of Registered Agent

FILED

Pursuant to the provisions of F.S. §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

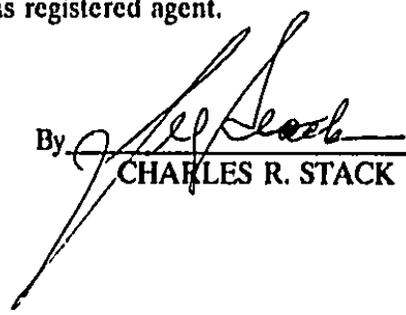
96 DEC 17 AM 9:20
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

1. The name of the corporation is GONZALEZ & GONZALEZ TOBACCO, INC.
2. The name of the registered agent is CHARLES R. STACK.
3. The address of the registered agent/registered office is 3929 Ponce de Leon Boulevard, Coral Gables, Florida 33134.

Acceptance of Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: Dec 12/1996

By: 
CHARLES R. STACK

P96000101396



ACCOUNT NO. : 072100000032
REFERENCE : 510443 4303929
AUTHORIZATION : Patricia Poynt
COST LIMIT : \$ 87.50

ORDER DATE : August 27, 1997
ORDER TIME : 9:44 AM
ORDER NO. : 510443-005
CUSTOMER NO: 4303929

00002278586--9

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

W97000019911

NAME: GONZALEZ & GONZALEZ TOBACCO,
INC.

EFFECTIVE DATE:

1st

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: *CC*

FILED
RECEIVED
97 AUG 27 PM 4:13 97
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUG 27 AM 11:28
Amended + Restated



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1997

CSC
KATHY
TALLAHASSEE, FL

RESUBMIT

Please give original
of document date of filing date

SUBJECT: GONZALEZ & GONZALEZ TOBACCO, INC.
Ref. Number: P96000101396

We have received your document for GONZALEZ & GONZALEZ TOBACCO, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

NOTE: Article VI states "the number of Directors constituting the Board of Directors is three...", yet your document names five directors --- is this correct ?

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 (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 097A00043242

Division of Corporations
97 AUG 29 PM 16 10
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GONZALEZ & GONZALEZ TOBACCO, INC.

FILED
97 AUG 27 PM 4: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on December 17, 1996

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation is GONZALEZ & GONZALEZ TOBACCO HOLDINGS, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 16565-B N.W. 15th Avenue, Miami, Florida 33169.

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000), no par value.

ARTICLE IV

The Corporation shall hold a special meeting of the shareholders only: (i) on call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or (ii) if the holders of not less than 50% of the shares entitles to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for which it is to be held.

ARTICLE V

The street address of the Corporation's registered agent is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the registered agent at such address is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the Board of Directors is 10 and the names and addresses of the members of the Board of Directors who will serve as the Corporation's directors until successors are duly elected and qualified are:

Frank Keenan
16565-B N.W. 15th Avenue
Miami, Florida 33169

Ronald Gonzalez
16565-B N.W. 15th Avenue
Miami, Florida 33169

Richard Michael Gonzalez
16565-B N.W. 15th Avenue
Miami, Florida 33169

Dr. Eric Fernandez
16565-B N.W. 15th Avenue
Miami, Florida 33169

Rafael Callejas
16565-B N.W. 15th Avenue
Miami, Florida 33169

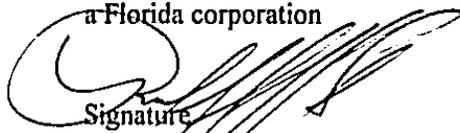
ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, has executed these Amended and Restated Articles of Incorporation this 21 day of July, 1997.

GONZALEZ & GONZALEZ TOBACCO, INC.

a Florida corporation


Signature

Ronald E Gonzalez, Director, President
Print Name and Title

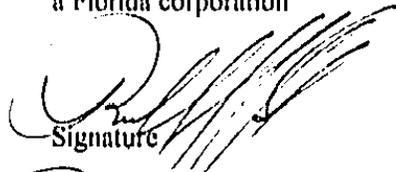
OFFICER'S CERTIFICATE

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of GONZALEZ & GONZALEZ TOBACCO, INC. (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the Corporation's shareholders have adopted the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on July 31, 1997 pursuant to Section 607.0704 of the Florida Business Corporation Act.

GONZALEZ & GONZALEZ TOBACCO, INC.
a Florida corporation



Signature

Ronald E Gonzalez, Director, President
Print Name and Title

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

SKD/skd