



P96000101396

ACCOUNT NO. : 072100000032

REFERENCE : 510443 4303929

AUTHORIZATION :

*Patricia Pajito*

COST LIMIT : \$ 87.50

ORDER DATE : August 27, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 510443-005

CUSTOMER NO: 4303929

600002278586--3

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:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 27 PM 4:13 97 AUG 27 AM 11:28

FILED RECEIVED

*6/29 Jon*  
*Amended*  
*Restated*  
*CC*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 28, 1997

CSC  
KATHY  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file 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

RECEIVED  
97 AUG 29 PM 1:18  
OFFICE OF CORPORATIONS

**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. 15<sup>th</sup> 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 ~~five~~ 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. 15<sup>th</sup> Avenue  
Miami, Florida 33169

Ronald Gonzalez  
16565-B N.W. 15<sup>th</sup> Avenue  
Miami, Florida 33169

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

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

Rafael Callejas  
16565-B N.W. 15<sup>th</sup> 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 31 day of July, 1997.

**GONZALEZ & GONZALEZ TOBACCO, INC.**

a Florida corporation

  
Signature

*Ronald E Gonzalez, Director, President*  
Print Name and Title

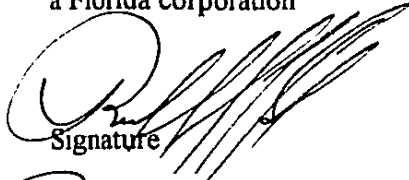
### OFFICER'S CERTIFICATE

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