

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000103233

ACCOUNT NO. : 072100000032

REFERENCE : 200479 130699A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 24, 1996

ORDER TIME : 9:18 AM

ORDER NO. : 200479-005

CUSTOMER NO: 130699A

500002037345--7
-12/24/96--01125--026
****122.50 ****122.50

CUSTOMER: Benjamin A. Jablow, Esq
BENJAMIN A. JABLOW, ESQ

Suite 102
1680 Fruitville Road
Sarasota, FL 34236

DOMESTIC FILING

EFFECTIVE DATE
Jan 1, 1997

NAME: DON MICHAEL CIGAR CLASSICS
INC.

EFFECTIVE DATE: JANUARY 1, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

FILED
96 DEC 24 AM 11:07
STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 DEC 24 AM 10:37
DIVISION OF CORPORATION

*Dmc
12/24/96*

ARTICLES OF INCORPORATION
FOR
DON MICHAEL CIGAR CLASSICS INC.

FILED
96 DEC 24 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is DON MICHAEL CIGAR CLASSICS INC.

ARTICLE TWO

The period of duration is perpetual.

EFFECTIVE DATE
Jan 1, 1997

ARTICLE THREE

The purpose of this corporation is to transact all lawful business.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1000 shares with a One Dollar (\$1.00) par value.

ARTICLE FIVE

The mailing address of the corporation is 8051 North Tamiami Trail, Suite 15, Sarasota, Florida 34243. The name of the initial registered agent at such address is Michael P. Martin. The registered office is located at the above address.

ARTICLE SIX

The number of initial directors are two (2) and the names and addresses of the directors are:

Michael P. Martin	8051 North Tamiami Trail, Suite 15 Sarasota, FL 34243
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Donald Gibbons	8051 North Tamiami Trail, Suite 15 Sarasota, FL 34243
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ARTICLE SEVEN

The effective date of the Corporation is January 1, 1997.

ARTICLE EIGHT

The name and address of the incorporator is:

Michael P. Martin

8051 North Tamiami Trail, Suite 15
Sarasota, FL 34243



Michael P. Martin, Incorporator

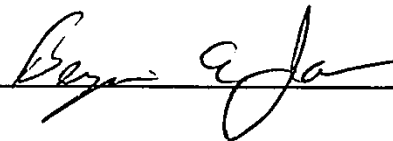
STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me this 23rd day of December, 1996, by Michael P. Martin, to be known or who presented personally known as identification and who personally appeared before at the time of notarization and who did/did not take an oath.

NOTARY PUBLIC STATE OF FLORIDA



BENJAMIN A. JABLOW
My Commission CC409008
Expires Sep. 21, 1998
Bonded by HAI
800-422-1355



Benjamin A. Jablow
Typed/Printed Name of Notary

Personally Known: X; or Producing Identification _____

TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in this statement, 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, I am familiar with and accept the obligations of my position as registered agent.



Michael P. Martin

Date: 10/03/96