

CorpAmerica, Inc.

30 Old Rudnick Lane • Dover, Delaware 19901 • (302) 736-4300 • Fax: (302) 736-5620
Toll Free: (888) 736-4300 • Internet: <http://www.corpamerica.com>

P96000103517
December 19, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100002035051--7
-12/20/96--01064--004
*****70.00 *****70.00

Re: EBC CIGAR COMPANY, INC.

Dear Corporations:

Please file the enclosed Articles of Incorporation for the above corporation. Also enclosed is our check of \$70 to cover the required fees.

Please return the documents to:

CorpAmerica, Inc.
P.O. Box 811
Dover, DE 19903-0811

Please call if there are any problems or questions. Thank you in advance for your assistance.

Sincerely,

David M. Abel
David M. Abel
Customer Service

Enclosures

Enclosures

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SECOND DEPT. OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

EBC CIGAR COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1525 South Andrews Avenue
Suite 216
Fort Lauderdale, FL 33316

ARTICLE III SHARES

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

1,500 Shares at No Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CorpAmerica, Inc.
1525 South Andrews Avenue
Suite 216
Fort Lauderdale, FL 33316

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TALLAHASSEE FLORIDA

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

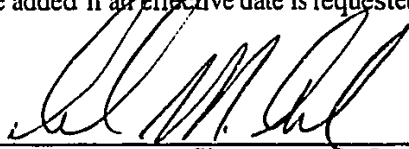
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

David M. Abel
CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, DE 19901

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19th day of December, 19 96.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EBC CIGAR COMPANY, INC.
2. The name and address of the registered agent and office is:

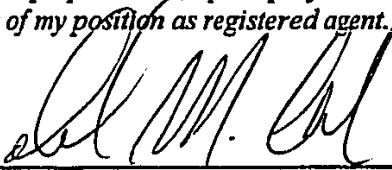
CorpAmerica, Inc.
(NAME)

1525 South Andrews Ave., Suite 200
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Fort Lauderdale, FL 33316
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


(SIGNATURE)

December 19, 1996
(DATE)