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OFFICES
MABIE AND MABIE
SUITE 802 COMEAU BUILDING
319 CLEMATIS STREET
WEST PALM BEACH, FLORIDA 33401

J. RALPH MABIE
RALPH MABIE, JR.

TELEPHONE (407) 832-4332
FACSIMILE (407) 832-4403

December 12, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002028943--2
-12/13/96--01073--004
****122.50 ****122.50

Re: ~~SAMON CORPORATION~~

DOWNTOWN TOBACCO CO
Ladies and Gentlemen,

Enclosed are the original and one copy of the articles of incorporation and Designation of Registered Agent for the above-named proposed Florida corporation.

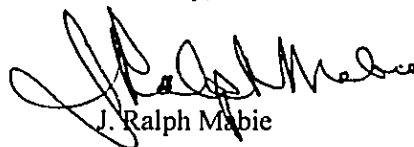
Please provide a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for:

Articles of Incorporation	\$35.00
Designation of and Acceptance by a Registered Agent	35.00
Certified copy of Articles of Incorporation	52.50

Thank you for your assistance in this matter.

Sincerely,


J. Ralph Mabie

JRM/mm
enclosures

DEC 10 1996

BSB
W96-26324

FILED
96 DEC 31 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 16, 1996

MABIE AND MABIE
319 CLEMATIS STREET
WEST PALM BEACH, FL 33401

SUBJECT: SAMON CORPRATION
Ref. Number: W96000026324

We have received your document for SAMON CORPRATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 196A00055923

ARTICLES OF INCORPORATION
OF

Downtown Tobacco Company, Incorporated

FILED
96 DEC 31 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is Downtown Tobacco Company, Incorporated.

ARTICLE II. PRINCIPAL OFFICE.

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

330 Clematis Street
West Palm Beach, Florida 33401

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000).

The name and address of the initial registered agent are

J. Ralph Mabie
319 Clematis Street, Suite 802
West Palm Beach, Florida 33401

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation are

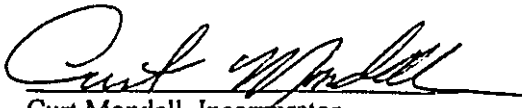
Curt Mondell
330 Clematis Street
West Palm Beach, Florida 33401

ARTICLE VI. NO BOARD DIRECTORS

This corporation, pursuant to Florida Statute section 607.0801(3), shall have no board of directors and the shareholders shall conduct all the business affairs of the

shareholders of the corporation who shall have and may exercise all authority of a board of directors.

The undersigned has executed these articles of incorporation on this 12th day of December, 1996.


Curt Mondell, Incorporator

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT.

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

1.

The name of the corporation is

Downtown Tobacco Company, Incorporated

2.

The name of the registered agent is

J. Ralph Mabie

3.

The address of the registered agent / registered office is

319 Clematis Street, Suite 802
West Palm Beach, Florida 33401

Acceptance

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.


J. Ralph Mabie

27 December 1996
Date

FILED
96 DEC 31 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA