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((H97000010379 0))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: PREMIUM CIGARS & ACCESSORIES, INC.
AUDIT NUMBER.....H97000010379
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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97 JUN 24 PM 3:31

FLORIDA DIVISION OF CORPORATIONS

FILED
97 JUN 24 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
6-25-97
JC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PREMIUM CIGARS & ACCESSORIES, INC.**

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V: The name of the registered agent is:
Robert A. Dickstein 12555 Biscayne Blvd. North Miami, FL 33181

Robert A. Dickstein accept the designation as registered agent


Robert A. Dickstein

Article VI: Kenneth Haller resigned as director at Board of Director's meeting held today.

The director for this corporation shall be:

President: Robert A. Dickstein 12555 Biscayne Blvd. North Miami, FL 33181

FILED
97 JUN 24 PM 4: 28
STATEMENT OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by: Robert Dickstein
12555 Biscayne Blvd.
North Miami, FL 33181
(305) 892-2600

THIRD: The date of each amendment's adoption: June 24, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 24 of JUNE, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert A. Dickstein
Typed or printed name

President/Registered Agent
Title