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TO: DIVISION OF CORPORATIONS

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FROM: MURAI, WALD, BIONDO, MORENO, P.A.
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NAME: CIGAR & LIQUOR ENTERPRISES, INC.

AUDIT NUMBER.....H97000001509

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

CIGAR & LIQUOR ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is CIGAR & LIQUOR ENTERPRISES, INC., whose address is 11510 S.W. 32 Street, Miami, Florida 33165.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have

THIS INSTRUMENT PREPARED BY:
CRISTINA ECHARTÉ BROCHIN, ESQ.
Florida Bar #: 581410
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25 Southeast 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 11510 S.W. 32 Street, Miami, Florida 33165 and the name of the initial registered agent of this corporation at that address is Leonardo Ramirez.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The name and street address of the director is:

Leonardo Ramirez
11510 S.W. 32 Street
Miami, Florida 33165

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Leonardo Ramirez
11510 S.W. 32 Street
Miami, Florida 33165

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ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders:

ARTICLE IX

INDEMNIFICATION

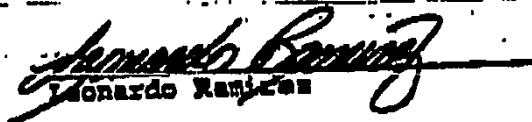
The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 1997.


Leonardo Ramirez

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STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of January, 1997 by LEONARDO RAMIREZ, who is personally known to me or who has produced FL DRIVERS LICENSE as identification.

Connie Hodges
NOTARY PUBLIC, STATE OF FLORIDA
Print name: CONNIE HODGES
Commission No.: 00413359

My Commission expires:



CONNIE C HODGES
My Commission 00413359
Expires Oct. 30, 1998
Bonded by NFNU
800-224-6226

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CERTIFICATE OF REGISTERED AGENT

OF

CIGAR & LIQUOR ENTERPRISES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That CIGAR & LIQUOR ENTERPRISES, INC. is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Dade, State of Florida, has named Leonardo Ramirez, 11510 S.W. 32 Street, Miami, Florida 33165 as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 27th day of January, 1997.

By 
Leonardo Ramirez

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