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Florida Department of State
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To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

RECEIVED
05 JUN 28 AM 8:00
DIVISION OF CORPORATIONS

BASIC AMENDMENT
ESTELAR CIGAR DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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Amen

(CONTINUED)

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:

THIRD: The date of each amendment's adoption: 06/27/05

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 adopted 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 incorporates without shareholder action and shareholder action was not required.

Signed this 27th day of June of 2005

Signature _____

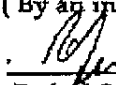
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



Rafael Solano, President, Vice-President, Secretary

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**CERTIFICATE OF ACKNOWLEDGMENT
OF REGISTERED AGENT
FOR SERVICE AND PROCESS WITHIN THE
STATE OF FLORIDA**

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

That: ESTELAR CIGAR DISTRIBUTORS, INC.

*Is qualified to do business under the laws of the State of Florida, with its
REGISTERED OFFICE at:*

**2721 SW 29TH COURT
MIAMI, FL 33133**

And has appointed: RAFAEL SOLANO

As it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office said office.



RAFAEL SOLANO, Registered Agent

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