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P97000008829

January 1, 1997

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/24/97--01063--020  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Don Eduardo Cigars, Inc.

Dear Madam or Sir:

Enclosed is an original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation.

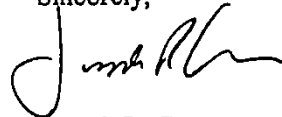
Also enclosed is a check in the amount of \$122.50 representing the filing fee:

Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00

Please file the Articles of Incorporation and return a certified copy of the undersigned.

Thank you for your courtesies in this matter.

Sincerely,



Joseph R. Gomez

JRG/jc

Enclosures

FILED  
97 JAN 24 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1-29-97

**ARTICLES OF INCORPORATION  
OF  
DON EDUARDO CIGARS, INC.**

**ARTICLE I - NAME**

The name of this Corporation is DON EDUARDO CIGARS, INC.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors, at a meeting called for such purposes.

**ARTICLES V - INITIAL REGISTERED OFFICE AND AGENT**

The initial principal office of this Corporation shall be 3501 N.W. 67th Street, Miami, FL 33147. The initial registered agent of this Corporation shall be Eduardo J. Flores, 3501 N.W. 67th Street, Miami, FL 33147, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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91 JAN 24 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Shareholders, but in no case shall the number of directors be less than 1. The names and addresses of the directors constituting the initial Board of Directors are:

**Name**

**Address**

Eduardo J. Flores

3501 N.W. 67th Street  
Miami, FL 33147

#### **ARTICLE VII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Shareholders' meeting by 100% of the stock entitled to vote, unless all of the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the person signing these Articles of  
Incorporation is:

Name

Address

Eduardo J. Flores

3501 N.W. 67th Street  
Miami, FL 33147

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 15th day of January, 1997.



Eduardo J. Flores, Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was  
acknowledged before me this 15th day  
of January, 1997 by **Eduardo J.  
Flores**, who is personally known  
to me and who did take an oath.



Notary Public  
State of Florida at Large

My Commission Expires



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for DON EDUARDO CIGARS, INC., at the place designated in the Articles of Incorporation, Eduardo J. Flores agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, is familiar with, and accepts the obligations provided for in Section 607.325 of the Florida Statutes.

DATE: 1-15-97

By *Eduardo J. Flores*  
Eduardo J. Flores

FILED  
97 JAN 24 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA