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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: TORANO TOBACCO COMPANY, INC.

AUDIT NUMBER.....H97000001712

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

CERT. OF STATUS..1

PAGES..... 4

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**Articles of Incorporation
of
Toraño Tobacco Company, Inc.**

Article I. Name

The name of this Florida corporation is:
Toraño Tobacco Company, Inc.

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Article II. Address

The mailing address of the Corporation is:
Toraño Tobacco Company, Inc.
1000 Brickell Avenue, Ste. 1000
Miami FL 33131

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Maria Elena Toraño
1000 Brickell Avenue, Ste. 1000
Miami FL 33131

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

H97000001712

Juan A. Sanchez FL Bar Member 037168
Law Offices of Juan A. Sanchez
10891 North Kendall Drive, Suite 310
Miami FL 33178
305-275-8550 • Fax 305-275-8553

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Maria Elena Toraño

Article VI. Incorporator

The name and address of the incorporator is:

Juan A. Sanchez
Law Offices of Juan A. Sanchez
10691 North Kendall Drive, Suite 310
Miami FL 33176

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective January 29, 1997

The undersigned incorporator executed these Articles of Incorporation on January 29, 1997



JUAN A. SANCHEZ
by K. O'Donnell as attorney-in-fact

H97000001712

Juan A. Sanchez FL Bar Member 037168
Law Offices of Juan A. Sanchez
10691 North Kendall Drive, Suite 310
Miami FL 33176
305-275-8550 • Fax 305-275-8553

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**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Toraflo Tobacco Company, Inc.

REGISTERED AGENT:
Maria Elena Toraflo
1000 Brickell Avenue, Ste. 1000
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


MARIA ELENA TORAFLO
by Juan A. Sanchez as Attorney-in-fact

Date: 1/29/97

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TALLAHASSEE, FLORIDA

Juan A. Sanchez FL Bar Member 037100
Law Offices of Juan A. Sanchez
10691 North Kendall Drive, Suite 810
Miami FL 33176
305-275-8550 • Fax 305-275-8553

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