

*P97000011085*

GEORGE M. SANTAMARINA, P.A.  
LAW OFFICES  
7175 S.W. 8th Street, Suite 204  
Miami, Florida 33144

Tel 305-261-4683  
Fax 305-262-7566

January 30, 1996

SENT VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

700002074877--1  
-01/31/97--01047--013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

We hereby enclose Articles of Incorporation of **THE GRAND HAVANA CIGAR COMPANY, INC.** to be filed with your department.

Also find enclosed a check in the amount of \$122.50 covering filing fees, taxes, and certified copies of the Articles of Incorporation.

We would appreciate it if you could process the above request as soon as possible since we need the same in an emergency basis.

We are also enclosing Federal Express return envelope for your convenience in forwarding the same to us.

Sincerely,

GEORGE M. SANTAMARINA, P.A.

*George M. Santamarina*  
George M. Santamarina (b)

/ss

Encl.

*2/4*

EFFECTIVE DATE  
*5-30-97*

**FILED**  
97 JAN 31 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
THE GRAND HAVANA CIGAR COMPANY, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE ONE**

The name of the corporation is THE GRAND HAVANA CIGAR COMPANY, INC.

**ARTICLE TWO**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

The purposes for which the corporation is organized are

- . To import, export, buy, sell, and generally trade cigars, tobacco products, and consumer, commercial and industrial products of all types and nature, from and to any place in the world, as agents or principals.
- . To manufacture cigars, cigarettes and tobacco products of all types.
- . To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE FOUR**

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

**ARTICLE FIVE**

The address of the initial Registered Office of the corporation is 15433 S.W. 113 Street Miami, Florida 33184 and the name of the Registered Agent at such address is JORGE VASSEUR.

**ARTICLE SIX**

The business of the corporation shall be managed by the stockholders of the corporation, rather than by a Board of Directors.

EFFECTIVE DATE  
1-30-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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#### ARTICLE SEVEN

The name and address of the Incorporator is:

EDUARDO PALACIO  
15433 S.W. 113 Street  
Miami, Florida

#### ARTICLE EIGHT

The principal office of this corporation shall be located at 15433 S.W. 113 Street Miami, Florida 33184, with the corporation retaining the power to move its office to any other address in Florida.

#### ARTICLE NINE

This corporation shall be deemed to commence its existence on January 30, 1997.

#### ARTICLE TEN

The name and address of the first officers and directors of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

##### PRESIDENT

JORGE VASSEUR  
15433 S.W. 113 Street  
Miami, Florida 33196

##### VICE PRESIDENT/SECRETARY

EDUARDO PALACIO  
15433 S.W. 113 Street  
Miami, Florida 33196

##### VICE PRESIDENT/TREASURER

JOSE PLASENCIA  
15433 S.W. 113 Street  
Miami, Florida 33196

##### VICE PRESIDENT

OSCAR BENITEZ  
15433 S.W. 113 Street  
Miami, Florida 33196

IN WITNESS WHEREOF, I have subscribed my name this 20 day of January, 1997.

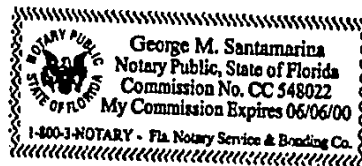
  
EDUARDO PALACIO  
Incorporator

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30 day  
of January, 1997, by Eduardo Palacio, who is personally known to  
me or who provided \_\_\_\_\_ as identification, and who  
did not take an oath.

  
Name: \_\_\_\_\_  
NOTARY PUBLIC

My Commission expires:



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

The following is submitted in compliance with Chapter 48.091,  
Florida Statutes:

**THE GRAND HAVANA CIGAR COMPANY, INC.**  
15433 S.W. 113 Street  
Miami, Florida 33196

a corporation organized under the laws of the State of Florida,  
with its principal office located in the County of Dade, State  
of Florida, has named JORGE VASSEUR located at the same above  
address, as its agent to accept service of process within this  
State.

**OFFICERS/DIRECTORS:**  
**PRESIDENT**

JORGE VASSEUR  
15433 S.W. 113 Street  
Miami, Florida 33196

**VICE PRESIDENT/SECRETARY**

EDUARDO PALACIO  
15433 S.W. 113 Street  
Miami, Florida 33196

**VICE PRESIDENT/TREASURER**

JOSE PLASENCIA  
15433 S.W. 113 Street  
Miami, Florida 33196

**VICE PRESIDENT**

OSCAR BENITEZ  
15433 S.W. 113 Street  
Miami, Florida 33196

FILED  
97 JAN 31 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
Incorporator

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process: to  
keep office open during prescribed hours; to post my name  
(and any other officers of said corporation to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by law.

DATED: January 30, 1997.

