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EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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FAX #: (305)541-3770

NAME: COHIBA U.S.A., INC.

AUDIT NUMBER.....H97000002416

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

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT

ARTICLES OF INCORPORATION

H 97000002416

OF

COHIBA U.S.A., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

COHIBA U.S.A., INC.

ARTICLE II

The general nature of the business to be transacted shall be a cigars manufacturer and wholesale and to otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution retable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of one (1) or more members, as may be provided By-laws.

Page 1

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

FL. BAR NO.: 694-290

H 97000002416

**H 97000002416****ARTICLE VI**

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

MARKERA GALUSTYANTS	President
708 N. E. 26Th Avenue	
Hallandale, FL 33009	

**ARTICLE VII**

The Registered Agent for the purpose of complying with Florida law shall be MARKERA GALUSTYANTS and the registered agent's office of this corporation shall be 36 N. E. 1 Street, Ste. 901, Miami, Florida 33132.

**ARTICLE VIII**

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation 36 N. E. 1 Street, Ste. 901, Miami, Florida 33132, branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation.

**ARTICLE IX**

The name and post office address of the Subscribers of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
MARKERA GALUSTYANTS	708 N. E. 26TH AVENUE HALLANDALE, FL 33009	1000.

**H 97000002416**

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EMPIRE CORPORATE KIT

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ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals in the County of Dade, State of Florida, before me on this 10th day of February, 1997.

SWORN TO AND SUBSCRIBED before me on this 10th day of February, 1997.

  
MARKERA GALUSTYANTS, PRESIDENT (SEAL)  
Identification 6423-540-57-376-0

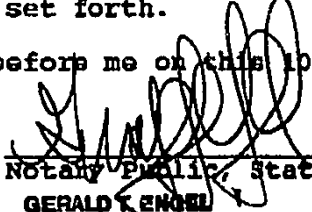
STATE OF FLORIDA )  
                              ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, MARKERA GALUSTYANTS, known to be the person who executed the foregoing Certificate of Incorporation of COHIBA U.S.A., INC., and he acknowledged before me that he has executed the same for the purpose therein set forth.

SWORN TO AND SUBSCRIBED before me on this 10th day of February, 1997.

MY COMMISSION EXPIRES:



  
Notary Public, State of Florida  
GERALD T. ENGEL  
COMMISSION # 06-408717  
EXPIRES JUL 21, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

  
MARKERA GALUSTYANTS

Prepared by:

GERALD T. ENGEL, ESQ.  
901 N. W. 22ND AVENUE  
MIAMI, FL 33125  
(305) 649-7344

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