

P97000013951

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Paraiso Cigars
Inc.

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 FEB 12 PM 4:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL FEB 12 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>APR</u>	_____	_____	_____

WALK-IN Will Pick Up 2/12 1100

	C.C. FEE.	DISBURSED
Capital Express SM	_____	_____
Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
(Fee) Copy(s)	_____	_____
Art. of Amend. File	800002085468--5	_____
Dissolution/Withdrawal	-02/12/97--01086--004	_____
C U S-	*****70.00	*****70.00
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	_____	_____
Vehicle Search	_____	_____
Driving Record	_____	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone () _____	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () _____ pgs.	_____	_____

SUBTOTALS	_____
FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

ARTICLES OF INCORPORATION
OF
PARAISO CIGARS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

1. The name of the corporation is Paraiso Cigars, Inc. (the "Corporation").
2. The principal office of the Corporation is 13899 Biscayne Boulevard, Suite 153, North Miami, Florida 33181.
3. The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares of Common Stock, no par value per share.
4. The street address of the initial registered office of this Corporation is 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181, and the name of the initial registered agent of this Corporation at that address is Jeffrey W. Frantz, Esq.
5. The name and address of the person signing these Articles of Incorporation as incorporator is Jeffrey W. Frantz, Esq., 11900 Biscayne Boulevard, Suite 408, North Miami, Florida 33181.
6. The Corporation shall have one (1) director initially. The initial Directors shall be Scot Bennett. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1).
7. The initial officer of the Corporation shall be Scot Bennett-President, Secretary, and Treasurer. The officers may be changed at the time and in the manner set forth in the Organizational Minutes, Bylaws of the Corporation, or as provided in any Shareholders Agreement entered into between the shareholders of the Corporation and the Corporation.

Dated: 2-11, 1997


Jeffrey W. Frantz, Incorporator

FILED

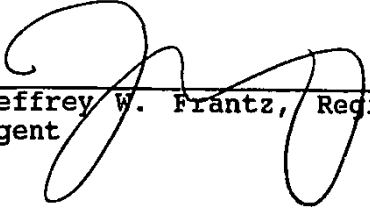
**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

97FEB 12 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for Paraiso, Cigars, Inc. at the place designated in its articles of incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: 2-11-, 1997


Jeffrey W. Frantz, Registered
Agent