

FEB-14-1997 12:35

EMPIRE CORPORATE KIT

S

11:40 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000002710 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AMERICAN TOBACCO PURCHASING COMPANY

AUDIT NUMBER.....H97000002710

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

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>: 2/14/97

Help F1 ~~Enter~~ Menu F2

FLORIDA DIVISION OF COR

NUM

Connect: 00:11:39

RECEIVED

97 FEB 14 PM 1:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 FEB 14 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

u 2/17/97

H 97000002710

ARTICLES OF INCORPORATION  
OF  
AMERICAN TOBACCO PURCHASING COMPANY

⑦

ARTICLE I

The name of this corporation is AMERICAN TOBACCO PURCHASING COMPANY.

ARTICLE II

The term for which this corporation shall exist shall be perpetual.

ARTICLE III

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

All business permitted by the Florida Statutes, including, but not limited to the following:

To provide financing to individuals and entities.

To provide mortgages and loans on real and personal property.

To purchase, acquire, hold, improve, sell, convey, assign, lease, mortgage, encumber, hire and deal in real and personal property of every name and nature.

THIS DOCUMENT PREPARED BY  
Cristina De Oliveira, Esq.  
De Oliveira & Assoc. P.A.  
2701 Le Jeune Road Suite 346  
Coral Gables, Fl. 33134  
(305) 444-9012  
Florida Bar #307157

H 97000002710

FILED  
97 FEB 14 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**H 9700 0002710**

To own, lease, rent, operate and manage hotels, apartment houses, restaurants, taverns, bars, drug stores, barber shops, garages for motor vehicles, manufacturing plants, distribution and assembly plants, laundry and dry cleaning services, newsstands, dance halls, theaters and other places of public entertainment.

To own, lease, use, experiment in, buy, sell, and develop patents and patent rights of all kinds and for items, objects, products, mechanisms, and goods of all kinds and nature, and to deal in, manufacture, distribute and sell and buy, such patents and patent rights and such other items, objects, products, mechanisms and goods, and to enter into contracts for the purchase, sale, disposition and traffic in same, both as principal and as agent.

To buy, sell, trade, manufacture, assemble, and deal in and with goods, wares and merchandise of every kind and nature; to carry on such business as wholesaler, retailer, importer, and exporter, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

#### ARTICLE IV

The corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shares shall be designated "Common Stock".

#### ARTICLE V

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the corporation.

**H 9700 0002710**

**H 97000002710****ARTICLE VI**

The principal place of business of this corporation shall be: 2533 N.W. 74th Avenue, Miami, FL 33122.

The name of the initial registered agent of this corporation is: Daniel Miranda.

The address of the initial registered agent is: 2533 N.W. 74th Avenue, Miami, FL 33122.

**ARTICLE VII**

This corporation shall initially have as directors those persons who are designated below in this Article. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

Daniel Miranda

2533 N.W. 74th Avenue  
Miami, FL 33122

**ARTICLE VIII**

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

President

Daniel Miranda  
2533 N.W. 74th Avenue  
Miami, FL 33122

**ARTICLE IX**

The name and address of the person signing these Articles is: Daniel Miranda  
2533 N.W. 74th Avenue, Miami, FL 33122.

**H 97000002710**

**H 9700 000 2710****ARTICLE X**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XI**

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent under the Florida General Corporation Act.

**ARTICLE XII**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conference as provided by law.

**ARTICLE XIII**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV**

The shares of the corporation may be issued pursuant to the provisions of Section 1244 of the Internal Revenue Code in order that the shareholders of the corporation may receive the benefits thereunder.

**H 9700 000 2710**

H 97000002710

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Fla. Stats., the following is submitted:

AMERICAN TOBACCO PURCHASING COMPANY. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business located 2533 N.W. 74th Avenue, Miami, FL 33122 has named Daniel Miranda, located at 2533 N.W. 74th Avenue, Miami, FL 33122 as its agent to accept service of process within the State of Florida.

Signature:

  
Daniel Miranda, President

Dated 2/11/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the order and complete performance of my duties.

Signature:

  
Daniel Miranda  
Registered Agent

Dated 2/11/97

FILED


97 FEB 14 PM 1:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 97000002710

H 9700 000 2710


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation, this 11 day of February, 1997.

  
Daniel Miranda

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of  
February, 1997 by Daniel Miranda who is personally known to me or who has  
produced \_\_\_\_\_ (type of identification) as identification and  
who did (did not) take an oath.

  
Notary Public, State of Florida

My commission expires:



FILED  
97 FEB 14 PM 1:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 9700 000 2710