



THE UNITED STATES
CORPORATION
COMPANY

P97000015226

ACCOUNT NO. : 072100000032

REFERENCE : 510443 4303929

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Piquero

ORDER DATE : August 27, 1997

ORDER TIME : 9:47 AM

500002278585--6

ORDER NO. : 510443-010

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: GONZALEZ & GONZALEZ TOBACCO
DISTRIBUTORS, INC.

EFFECTIVE DATE:

2nd

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 AUG 27 PM 4:19

FILED

97 AUG 27 AM 11:28

RECEIVED

8/29

Jon Arnold
** Restated*
W/ N.C.
C.C.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1997

CSC
KATHY
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS, INC.
Ref. Number: P97000015226

We have received your document for GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

The document indicates the date of incorporation to be December 13, 1996, the date of incorporation was February 13, 1997 --- please correct your document accordingly.

NOTE: Article VI states "the number of Directors constituting the Board of Directors is three...", yet your document names two directors --- is this correct?

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 097A00043243

09 AUG 28 1997
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS, INC.

FILED

97 AUG 27 PM 4: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Original Articles of Incorporation
filed with the Secretary of State of
the State of Florida on February 13, 1997.

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation of the undersigned corporation are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of the Corporation is GONZALEZ & GONZALEZ TOBACCO COMPANY (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 16565-B N.W. 15th Avenue, Miami, Florida 33169.

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Ten Million (10,000,000), no par value.

ARTICLE IV

The Corporation shall hold a special meeting of the shareholders only: (i) on call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or (ii) if the holders of not less than 50% of the shares entitles to vote on any issue proposed to be considered at the proposed special meeting sign, date and deliver to the Corporation's secretary one or more written demands for which it is to be held.

ARTICLE V

The street address of the Corporation's registered agent is 1201 Hays Street, Tallahassee, Florida 32301 and the name of the registered agent at such address is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the Board of Directors is two and the names and addresses of the members of the Board of Directors who will serve as the Corporation's directors until successors are duly elected and qualified are:

Richard Michael Gonzalez
16565-B N.W. 15th Avenue
Miami, Florida 33169

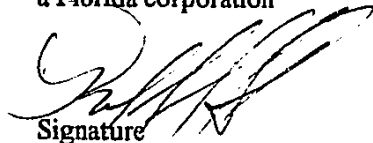
Ronald E. Gonzalez
16565-B N.W. 15th Avenue
Miami, Florida 33169

ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, has executed these Amended and Restated Articles of Incorporation this 31 day of July, 1997.

GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS, INC.,
a Florida corporation


Signature

Ronald E Gonzalez, Director, President
Print Name and Title

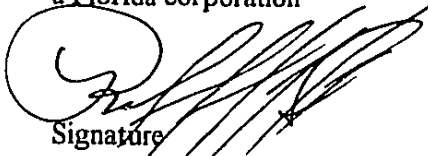
OFFICER'S CERTIFICATE

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS INC. (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of capital stock outstanding and the Corporation's shareholders have adopted the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on July 31, 1997 pursuant to Section 607.0704 of the Florida Business Corporation Act.

GONZALEZ & GONZALEZ TOBACCO DISTRIBUTORS, INC.
a Florida corporation



Signature

Ronald E Gonzalez, Director, President
Print Name and Title

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

SKD/skd