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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: WORLDCLASS TOBACCO, INC.

AUDIT NUMBER.....H97000003136

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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97 FEB 24 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nc 2/24/97

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ARTICLES OF INCORPORATION

H 97000003136

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation under the laws of the State of Florida.

ARTICLE 1. NAME. The name of this corporation is WORLDCLASS TOBACCO, INC.

ARTICLE 2. DURATION. This corporation is to exist perpetually, commencing at the time of the filing of these Articles of Incorporation.

ARTICLE 3. PURPOSE. This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE 4. CAPITAL STOCK. This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value capital stock.

ARTICLE 5. PRE-EMPTIVE STOCK. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro-rata share of such new stock at the price at which it is offered to others.

ARTICLE 6. INITIAL REGISTERED OFFICE & AGENT. The street address of the initial registered office of this corporation is 8428 SW 24 Street, Miami, Florida 33155, and the name of the initial registered agent of this corporation is Maritza Gonzalez.

ARTICLE 7. INITIAL PRINCIPAL PLACE OF BUSINESS. The street address of the initial principal place of business of this corporation is 8428 SW 24 Street, Miami, Florida 33155.

ARTICLE 8. INITIAL BOARD OF DIRECTORS. This corporation shall have one (1) director initially. The name and address of the initial director of this corporation is Maritza Gonzalez, 8428 SW 24 Street, Miami, Florida 33155.

ARTICLE 9. SUBSCRIBER. The name and address of the subscriber to these Articles of Incorporation is Maritza Gonzalez, 8428 SW 24 Street, Miami, Florida 33155.

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer or director or any former officer or director, to the full extent as permitted by law.

ARTICLE 11. AMENDMENT. This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

This instrument prepared by:  
Mark S. Kimmel, Esq.  
6701 Sunset Drive, #105  
Miami, Florida 33143  
305-661-6400  
FL Bar No.: 273201

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned ~~subscriber~~ has executed these Articles of Incorporation this 21 day of FEBRUARY, 1997.

  
MARITZA GONZALEZ


STATE OF FLORIDA )

SS:

COUNTY OF DADE )

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Maritza Gonzalez, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 21 day of FEBRUARY, 1997.

  
NOTARY PUBLIC STATE OF FLORIDA

ANTONIO G. FUENTES  
My Commission CG877200  
Expires Jun. 01, 1998  
Bonded by HAI  
800-422-1552

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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, FLORIDA STATUTES THE FOLLOWING IS SUBMITTED:

FIRST... that WORLDCLASS TOBACCO, INC. is desirous to organize under the Laws of the State of Florida, with its principal place of business at Miami, Florida has named located at 8428 SW 24 Street, Miami, Florida 33155, as its agent to accept service of process within Florida.

By: Date: 2/21/97

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.

By: Date: 2/21/97

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