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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STOGIE EXPRESS, INC.

AUDIT NUMBER.....H97000003322

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

CERT. OF STATUS..0

PAGES..... 5

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*Don  
2/26/97*

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ARTICLES OF INCORPORATION  
OF  
STOGIE EXPRESS, INC.

FILED  
97 FEB 26 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is STOGIE EXPRESS, INC..

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Carlos J. Arboleya Jr., Esquire, 2550 South Dixie Highway, Coconut Grove, Florida, 33133.

Prepared By:  
Carlos J. Arboleya, Jr., Esquire  
Carlos J. Arboleya, Jr., P.A.  
2550 South Dixie Highway  
Coconut Grove, Florida 33133

FLORIDA BAR No. #817155  
(305) 856-0076

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ARTICLE VI- INITIAL BOARD OF DIRECTORS

This Corporation shall have three(3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Carlos Monje	348 SW 31st Road Miami, FL 33129
Rafael Suarez, Jr.	2024 Alton Road Miami Beach, FL 33140
Angela Rizzi	6835 SW 45th Ln., #3 Miami, FL 33155

ARTICLE VII-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

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ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation is:  
111 S.W. 5th Avenue, Miami, Florida, 33130.

ARTICLE XI-INCORPORATOR

The person signing these articles is Carlos Monje, of 348 S.W. 31st. Rd., Miami, Florida 33129

ARTICLE XII-AMENDMENT

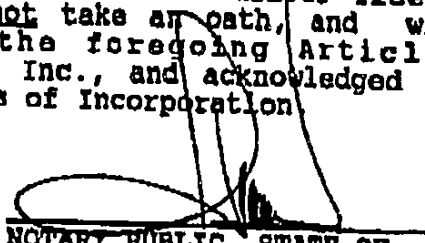
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of February, 1997

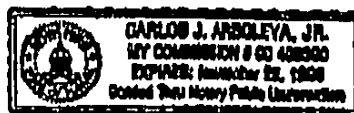
State of Florida )  
County of Dade )

  
Carlos Monje

The foregoing instrument was acknowledged before me this 20th day of February, 1997, by Carlos Monje, who is personally known to me or who has produced his Florida driver license as identification and who ~~did~~/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of Stogie Express, Inc., and acknowledged before me that he executed those Articles of Incorporation.

  
NOTARY PUBLIC, STATE OF  
FLORIDA.  
CARLOS J. ARBOLEYA, JR.

My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 617.05901, Florida Statutes, to undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered agent/ registered office, in the State of Florida.

First - That **STOGIE EXPRESS, INC.**, designating to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named **CARLOS J. ARBOLEYA, JR.**, Esquire, located at: 2550 South Dixie Highway, City of: Coconut Grove, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

  
CARLOS J. ARBOLEYA, JR.

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