

H970000018209

2/26/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:40 PM

((H97000003357 5))

O: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PREMIUM CIGARS DISTRIBUTORS, INC.

AUDIT NUMBER.....H97000003357

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

CERT. OF STATUS..0

PAGES..... 5

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>:  
elp F1 Option Menu F2

NUM CAPS Connect: 00:21:14

RECEIVED  
97 FEB 26 AM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
97 FEB 26 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*

H97000003357

ARTICLES OF INCORPORATION

⑤

Premium Cigars Distributors, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is  
Premium Cigars Distributors, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. 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 already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional

shares) at the price at which it is offered to others.

Prepared By: David S Hernandez  
210 University Drive #502  
Coral Springs, FL 33071  
954-346-7288

H97000003357

FILED  
97 FEB 26 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000003357

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 491 NW 43rd Way, Deerfield Beach, FL, 33442 and the name of the initial register agent of this corporation at that address is Anthony Di Giorgio, Jr.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: John Fedoruk & Anthony Di Giorgio, Jr.  
491 NW 43rd Way  
Deerfield Beach, FL 33442

ARTICLE IX. Officers. The initial officers of the corporation will be: John Fedoruk, President/Treasurer, and Anthony Di Giorgio, Jr., Vice-President/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Anthony Di Giorgio, Jr.  
491 NW 43rd Way  
Deerfield Beach, FL 33442

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 491 NW 43rd Way, Deerfield Beach, FL 33442.

H97000003357  
P.03/05

EMPIRE CORPORATE KIT

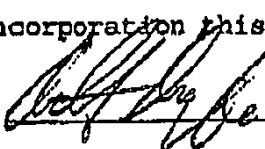
FEB-26-1997 13:14

H97000003357

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of February, 1997

 (SEAL)

STATE OF FLORIDA }  
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Anthony Di Giorgio, Jr., known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 21st day of February, 1997

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

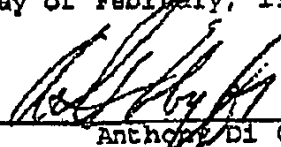
H97000003357

H97000003357

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State  
of Florida  
Division of Corporations Department of State  
Tallahassee, FL 32304

I, Anthony Di Giorgio, Jr, do hereby consent to serve as  
registered agent for the Corporation, Premium Cigars  
Distributors, Inc. this 21st day of February, 1997.



Anthony Di Giorgio, Jr.

Address of registered agent:

491 NW 43rd Way  
Deerfield Beach, FL 33442

H97000003357

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 26 PM 4:00

FILED