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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: LOLA CIGARS, INC.

AUDIT NUMBER.....H97000005492

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LOLA CIGARS, CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be: LOLA CIGARS, CORP.

The principal place of business of this corporation shall be:

8343 N.W. 12TH STREET
MIAMI, FLORIDA 33126

ARTICLE 11 NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE 111 CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100 SHARES A PAR VALUE 1.00

ARTICLE 1V TERM OF EXISTENCE

This corporation is to exist perpetually:

PREPARED BY: ALFONSO RODRIGUEZ, C.P.A.
6780 CORAL WAY SUITE 100
MIAMI, FLORIDA 33155
305-662-1824
FAX: (305) 662-1824

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s) , if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

MILAGROS VALERA, PRES/SECT.
6325 S.W. 138TH COURT
APT. 1
MIAMI, FLORIDA 33183

AGUSTIN VALERA, V.PRES/TREAS.
6325 S.W. 138TH COURT
APT. 1
MIAMI, FLORIDA 33183

ARTICLE VI INCORPORATOR(S)

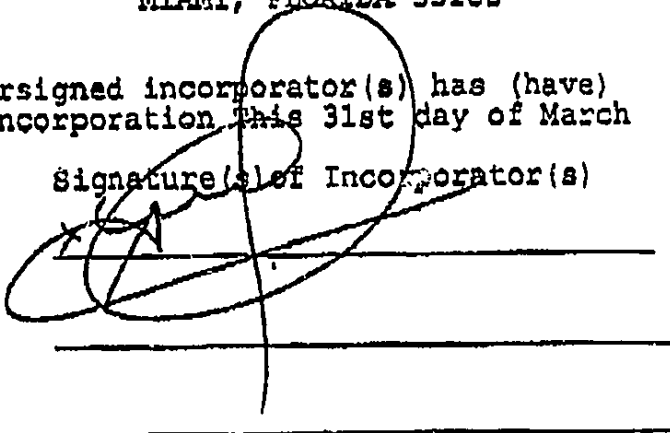
The name(s) and street address(es) of the incorporator(s) is (are).

MILAGROS VALERA
6325 S.W. 138TH COURT
APT. 1
MIAMI, FLORIDA 33183

AGUSTIN VALERA
6325 S.W. 138TH COURT
APT. 1
MIAMI, FLORIDA 33183

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation This 31st day of March 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LOLA CIGARS, CORP.
2. The name and address of the registered agent and office is:

AGUSTIN VALERA, V.PRES./TREAS.
8343 N.W. 12TH STREET
MIAMI, FLORIDA 33126

Signature 
(corporate officer)

Title President

Date 3/31/97

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 3/31/97

REGISTERED AGENT FILING FEE.

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