

P97000030604

Michael Olivera

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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March 28, 1997

Please register the enclosed articles of incorporation for Olivera Fine Cigars, Inc. I have enclosed a check for \$122.50 and two copies of the articles. This is based on the following:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ 52.50
TOTAL	\$122.50

Sincerely,



Michael Olivera
51 Mutiny Place
Key Largo, FL 33037

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporations for profit.

ARTICLE I, NAME

The name of the corporation shall be:

Olivera Fine Cigars, Inc.

ARTICLE II, NATURE OF BUSINESS

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

ARTICLE III, CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, of one dollar (\$1.00) par value.

ARTICLE IV, INITIAL CAPITAL

The amount of capital with which the corporation will begin business will not be less than one hundred dollars (\$100.00).

ARTICLE V, TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI, ADDRESS

The initial street address in the state of the principal office of the corporation shall be:

**51 Mutiny Place
Key Largo, Florida 33037**

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TALLAHASSEE, FLORIDA

The board of directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished by the by-laws adopted by the shareholders but shall never be less than one (1). The name and address of the initial director of the corporation is:

**Michael Olivera
51 Mutiny Place
Key Largo, Florida 33037**

ARTICLE VIII, INCORPORATOR

The name and address of the incorporator is:

**Michael Olivera
51 Mutiny Place
Key Largo, Florida 33037**

ARTICLE IX, BY-LAWS

The power to adopt, alter, amend and/or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X, AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and/or any amendment to them, and/or any rights conferred upon the shareholders by these provisions.

ARTICLE XI, INDEMNIFICATION

The corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

ARTICLE XII, DEBTS OF THE CORPORATION

The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

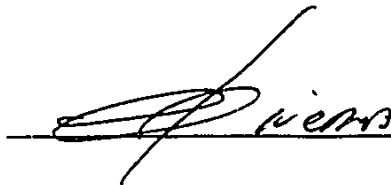
ARTICLE XIII, CONFLICT OF INTEREST

The corporation expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between the corporation and any other corporation, and no act of the corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XIV, REGISTERED AGENT AND REGISTERED OFFICE

The registered agent, Michael Olivera, located at 51 Mutiny Place, Key Largo, Florida 33037, accepts this position as signed below:

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of MARCH, 1997.



Michael Olivera, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Michael Olivera

Michael Olivera, Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Michael Olivera, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of March, 1997.

Armand Yazejian

Notary Public
State of Florida



ARMAND YAZEJIAN
My Commission CC433980
Expires Jan 18 1999
Bonded by ANB
800-852-6878

My Commission Expires:

Jan. 18, 1999