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FLORIDA DIVISION OF CORPORATIONS  
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TO: 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: UNIVERSAL CIGAR CORPORATION

AUDIT NUMBER.....H9700005341

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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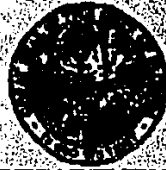
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JAN-24-1998 22:47 FROM

TO

19849224882 P.82



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

April 1, 1997

EMPIRE

MIAMI, FL

**SUBJECT: UNIVERSAL CIGAR CORPORATION**  
**REF: W9700007517**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Bath Register  
Corporate Specialist Supervisor

FAX Aud. #: H97000005341  
Letter Number: 597A00016353

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**ARTICLES OF INCORPORATION OF  
UNIVERSAL CIGAR CORPORATION**

**ARTICLE I - NAME**

The name of this Corporation is *UNIVERSAL CIGAR CORPORATION*

**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 10,000 shares of no par value common stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is Mario J. Aguilar and the street address of the initial registered office of this Corporation is 125 Morning Side Drive, Coral Gables, Fl. 33133.

THIS INSTRUMENT PREPARED BY:  
J. C. FERRER, ESQUIRE  
QUINTANA & ASSOCIATES, P.A.  
338 MINORCA AVENUE  
CORAL GABLES, FL. 33134  
TELEPHONE (305) 446-0300  
FLORIDA BAR #054887

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**PAGE TWO OF ARTICLES OF INCORPORATION  
OF UNIVERSAL CIGAR CORPORATION**

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) 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:

**NAMES:**

**ADDRESSES:**

Mario J. Aguilar

125 Morning Side Drive, Coral Gables, Fl. 33133

Miguel Machado

5900 Leonardo, Coral Gables, Fl. 33146

**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.

**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 - INCORPORATOR**

The person signing these articles is Mario J. Aguilar and his street address is 125 Morning Side Drive, Coral Gables, Fl. 33133

**ARTICLE XI - OFFICES**

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**PAGE THREE OF ARTICLES OF INCORPORATION  
OF UNIVERSAL CIGAR CORPORATION**

The principal office of the Corporation and mailing address shall be established and maintained at 125 Morning Side Drive, Coral Gables, Fl. 33133, County of Dade, State of Florida. The Corporation may also have offices at such places within or without the State of Florida as the board may from time to time establish.

**ARTICLE XII - AMENDMENT**

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

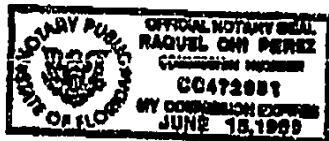
*IN WITNESS WHEREOF*, the undersigned has executed these Articles of Incorporation, this 3 day of April, 1997.


  
\_\_\_\_\_  
Mario J. Aguilar

STATE OF FLORIDA        )  
                                  )  
COUNTY OF DADE        ) ss.

**BEFORE ME**, a Notary Public authorized in the State and County set forth above, personally appeared Mario J. Aguilar known to me and known by me to be the person(s), who, as incorporator(s), executed the foregoing Articles of Incorporation of **UNIVERSAL CIGAR CORPORATION** and acknowledged before me that he executed those Articles of Incorporation.

*IN WITNESS WHEREOF*, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of April, 1997.



  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
RAQUEL O. PEREZ  
Printed Name of Notary Public  
My Commission Expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED - ACCEPTANCE BY REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

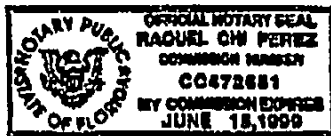
First, that UNIVERSAL CIGAR CORPORATION, a Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Mario J. Aguilar, located at 125 Morning Side Drive, Coral Gables, Fl. 33133, as its agent to accept service of process within this State.

Second, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of said Act relative to keeping open said office and of all statutes relative to the proper and complete discharge of his duties, i.e., Section 607.325 F.S.

Dated this April 3, 1997.

  
Mario J. Aguilar

SWORN TO AND SUBSCRIBED before me this April 3, 1997.



  
NOTARY PUBLIC, State of Florida

Raquel G. Perez  
Printed Name of Notary Public  
My Commission Expires:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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