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March 31, 1997

FILED STATE  
SECRETARY OF CORPORATIONS  
91 APR - 8 AM 8:20

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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01/31/97 01101 006

122.50

The Arzt Fine Cigar Corporation

Gentlemen:

original validation  
lost 5/4/8

Enclosed are the original and one copy of the proposed Articles of Incorporation for The Arzt Fine Cigar Corporation together with a certificate designating the Registered Agent for the corporation and a copy of your department's letter of February 5, 1997 requesting a change in the corporate name.

The revised Articles of Incorporation complies with request to eliminate the term "ltd." in accordance with your departmental guidelines. The incorporation fee in the amount of \$122.50 was paid with the first submission of the articles of incorporation.

Please approve and file the original of the Articles of Incorporation and certify the copy for us.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

*Alan Rabinowitz*  
Alan Rabinowitz

5/4/8



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

February 5, 1997

ALAN RABINWOTZ, ESQ.  
6400 CONGRESS AVE.  
SUITE 200  
BOCA RATON, FL 334

SUBJECT: THE ARZT FINE CIGAR COMPANY LTD.  
Ref. Number: W9700002832

We have received your document for ~~THE~~ ARZT FINE CIGAR COMPANY LTD. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

PLEASE REMOVE THE "LTD FROM YOUR CORPORATE NAME, OR USE ANOTHER SUFFIX OTHER THAN COMPANY.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 897A00005969

ARTICLES OF INCORPORATION  
OF  
THE ARZT FINE CIGAR CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -8 AM 10:28

The undersigned hereby adopts the following Articles Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I - NAME

The name of the corporation is THE ARZT FINE CIGAR CORPORATION (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

One Alhambra Plaza, Suite 620  
Attn.: Paul Destafanis  
Coral Gables, Florida 33134

ARTICLE III - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.10 per share.

ARTICLE IV - INITIAL REGISTERED  
OFFICE AND AGENT

The initial registered agent of this Corporation shall be Alan Rabinowitz whose address is Law Office of Alan Rabinowitz, 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487, who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Name	Address
1. Alan Rabinowitz	6400 Congress Avenue, Suite 200 Boca Raton, Florida 33487

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 31, 1997.

  
Alan Rabinowitz, Incorporator


CERTIFICATE OF DESIGNATION REGISTERED AGENT AND REGISTERED OFFICE  
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Corporation is: The Arzt Fine Cigar Corporation

2. The name and address of the registered agent and the registered office is: Alan Rabinowitz, 6400 Congress Avenue, Suite 200, Boca Raton, Florida 33487.

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of The Arzt Fine Cigar Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: March 31, 1997

  
Alan Rabinowitz

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -8 AM 8:28