



Professional Association  
ATTORNEYS AT LAW

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April 11, 1997

Corporate Records Bureau  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Florida 32301

300002146293--9  
-04/17/97--01061--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CIGARS & MORE . . , INC.

Gentlemen:

Enclosed, please find an original and one copy of the Articles of Incorporation for the above-named corporation, along with check in the amount of ONE HUNDRED TWENTY-TWO AND 50/100 DOLLARS (\$122.50), which represents the following:

Minimal Stock Non Par Value  
Filing Fee  
Certified Copy  
Designation of Registered Agent

Please forward the certified copy of the Articles of Incorporation directly to the undersigned, together with your receipt for costs.

Very truly yours,

APR 18 1997 BSB

Jose A. Yanez  
For the Firm

FILED  
97 APR 17 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAY/yc

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**CIGARS & MORE . . . INC.**

**FILED**  
97 APR 17 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation is: CIGARS & MORE . . , INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business or businesses to be transacted by the Corporation is:  
Sale of goods.

To conduct business in, have one or more officers in, and buy, hold, mortgage, sell convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III**  
**CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time is 100 shares of Common Stock having a nominal of \$0.05 par value.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V**  
**ADDRESS**

The initial post office address of the initial office of this corporation in the State of Florida is 205 Oak Street, #G, Fort Walton Beach, Florida 32458.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VI**  
**DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

**ARTICLE VII**  
**INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the members of the first Board of Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Jorge L. Roca	205 Oak Street, #G Fort Walton Beach, Florida 32458	President
Ivonne Socorro	8510 Grand Canal Drive Miami, Florida 33144	Vice President and Registered Agent

**ARTICLE VIII**

**SUBSCRIBERS**

The names and post office addresses of each subscriber to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jorge L. Roca	205 Oak Street, #G Fort Walton Beach, Florida 32458
Ivonne Socorro	8510 Grand Canal Drive Miami, Florida 33144

**ARTICLE IX**

**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office shall be 8510 Grand Canal Drive, Miami, Florida 33144, and the registered agent is Ivonne Socorro.

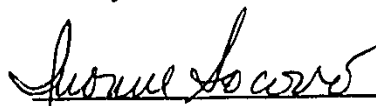
**ARTICLE X**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitle to vote thereon.

**IN WITNESS WHEREFORE**, the undersigned has executed these Articles of Incorporation this 11th day of April, 1997.

  
\_\_\_\_\_  
Jorge L. Roca, President

  
\_\_\_\_\_  
Ivonne Socorro,  
Vice President and Registered Agent

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT CIGARS & MORE . . , INC. IS DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT 205 Oak Street, CITY OF FORT WALTON BEACH, STATE OF  
FLORIDA, HAS NAMED IVONNE SOCORRO LOCATED AT 8510 Grand Canal Drive,  
CITY OF MIAMI, STATE OF FLORIDA, AS IT AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE: \_\_\_\_\_

*Jorge L. Roca*  
Jorge L. Roca

TITLE: President

DATE: April 11, 1997

FILED  
97 APR 17 AM 8:34  
TALLAHASSEE, FLORIDA  
CLERK OF STATE

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 COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE: \_\_\_\_\_

*Ivonne Socorro*  
Ivonne Socorro

DATE: April 11, 1997