

Charter Number Only

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Requestor's Name
Address
City State ZIP Phone

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ATTENTION ONLY

CORPORATION(S) NAME

Casa Cigar Company, Inc.

RECEIVED
97 APR 6 AM 10:16
DIVISION OF CORPORATION SECRETARY OF STATE
TALLAHASSEE FLORIDA
97 APR 22 AM 11:08
FILED

Empire Toll Free: 1-800-432-3028

- Profit
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- Foreign
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- Reinstatement
- Certified Copy
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- After 4:30
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W97-8822
4/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 16, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: CASA CIGAR COMPANY, INC.
Ref. Number: W9700008822

We have received your document for CASA CIGAR COMPANY, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00019197

RECEIVED
97 APR 22 AM 10:05
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CASA CIGAR COMPANY OF PALM BEACH, INC.

FILED
97 APR 22 AM 11:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **CASA CIGAR COMPANY OF PALM BEACH, INC.**

ARTICLE II - PURPOSE

This Corporation is organized to do any lawful purpose not specifically prohibited to corporations; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 607, Florida Statutes, as from time to time amended, and to exercise those

powers, rights and procedures set forth in Chapter 607, Florida Statutes.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purpose of the Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to

Florida Statutes 607.0203, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Principal place and Registered Office of this Corporation in the State of Florida will be 819 Lake Wellington Drive, Wellington, Florida 33414. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is Stephen R. Annessi.

ARTICLE VI - DIRECTORS AND OFFICERS

A. There shall be a Board of Directors consisting of two Directors. The election of Directors and term of office is to be fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of two members who shall serve until the first annual meeting of the shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the members of the first Board of Directors are:

Catherine Russo
819 Lake Wellington Drive
Wellington, Florida 33414

Stephen R. Annessi
819 Lake Wellington Drive
Wellington, Florida 33414

B. The Corporation shall be managed by a President, Vice President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The names of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are: Stephen R. Annessi, President, and Catherine Russo, Vice President, Secretary and Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporators are as follows: Catherine Russo, 819 Lake Wellington Drive, Wellington, Florida 33414 and Stephen R. Annessi, 819 Lake Wellington Drive, Wellington, Florida 33414.

ARTICLE VIII - BY-LAWS

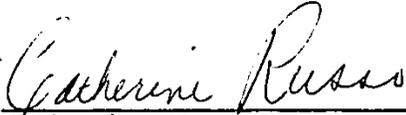
The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation

shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

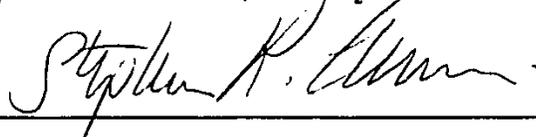
ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner and now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of April, 1997.



Catherine Russo, Incorporator



Stephen R. Annessi

Sworn to and Subscribed before me, by Catherine Russo and Stephen R. Annessi, who are personally known to me or who have produced FL. D.L.'s R 200-120-51-725-0 + A 520-796-54-142-0 as identification, this 9th day of April, 1997.



Notary Public, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That ^{BEACH, INC.}CASA CIGAR COMPANY OF PALM desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at, Palm Beach County, State of Florida, has named Stephen R. Annessi, whose address is 819 Lake Wellington Drive, Wellington, Florida 33414 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Stephen R. Annessi*
Stephen R. Annessi

Date: 4/9/97

FILED
97 APR 22 AM 11:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA