

P97000035850

F. Minoluci  
41 Cherry Lane  
Syosset, NY 11791  
City, State, Zip Phone #

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-04/13/98-01122-019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in
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- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 13 AM 9:56

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION |                     |
|-----------------------------|---------------------|
| <input type="checkbox"/>    | Foreign             |
| <input type="checkbox"/>    | Limited Partnership |
| <input type="checkbox"/>    | Reinstatement       |
| <input type="checkbox"/>    | Trademark           |
| <input type="checkbox"/>    | Other               |

DISS  
4/16/98

Examiner's Initials CC

ARTICLES OF DISSOLUTION

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Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Integrated Cigar Corporation

SECOND: The date dissolution was authorized: FEBRUARY 15, 1998

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

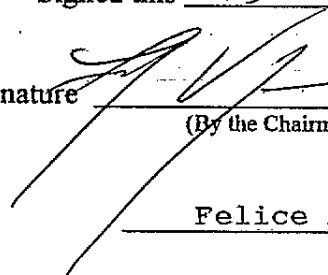
*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_ (voting group)

Signed this 13 day of MARCH, 19 98

Signature



(By the Chairman or Vice Chairman of the Board, President, or other officer)

Felice Minucci

(Typed or printed name)

President

(Title)

**RESOLUTION ADOPTED BY UNANIMOUS  
WRITTEN CONSENT OF ALL SHAREHOLDERS PURSUANT  
TO SECTION 607.1403 OF THE FLORIDA STATUTES**

The undersigned, being the shareholder of INTEGRATED CIGAR CORPORATION (the "Corporation"), a Florida corporation, does hereby consent, pursuant to Section 607.1403 of the Florida Statutes, to the adoption of the following resolutions approving the Plan of Liquidation, without a meeting on written consent.

NOW, THEREFORE, it is

RESOLVED, that the shareholder of the Corporation hereby consents to and approves the liquidation of the Corporation, all in accordance with the terms and provisions of the plan of liquidation (the "Plan") adopted by the Board of Directors of the Corporation by unanimous written consent pursuant to Section 607.1403 of the Florida Statutes dated \_\_\_\_\_, a copy of which has been submitted to the shareholders, and is annexed hereto and incorporated by reference as Exhibit A, and which Plan is in all respects adopted and approved; and it is further.

RESOLVED, that such officers of the Corporation be, and they hereby are, authorized and directed to file a Certificate of Dissolution pursuant to Section 607.1403 of the Florida Statutes of the State of Florida with the Secretary of State of the State of Florida and it is further

RESOLVED, that such officers be, and they hereby are, authorized and directed to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the Corporation in accordance with the plan adopted by the Board of Directors of the Corporation.

By: \_\_\_\_\_

FELICE MINUCCI