

**CAPITAL CONNECTION, INC.**

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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Victory Cigar, Inc

C.C. F.E.

DISBURSED

Capital Express™

Art. of Amend. File

Corp. Record Search

Ltd. Partnership File

Foreign Corp. File

☒ ( ) Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ( )

Top Priority

Express Mail Prep.

FAX ( ) pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

REQUEST TAKEN CONFIRMED APPROVED

DATE 4/22/97

TIME 9:35

BY DRL

WALK-IN  
Will Pick Up \_\_\_\_\_

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
VICTORY CIGAR, INC.  
A FLORIDA CORPORATION

FILED  
97 APR 22 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of Victory Cigar, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Victory Cigar, Inc. and the street address of the initial principal office of the Corporation is P.O. Box 802412, Aventura, Florida 33180-2412.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Penny (\$.01 ) par value Common Stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, Florida 33302-4098 and the name of the initial Registered Agent of the Corporation at that address is Donna E. Miller, Esq.

ARTICLE V

INITIAL BOARD OF DIRECTORS


The Corporation shall initially have Two (2) Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is Donna E. Miller, Esq., English, McCaughan & O'Bryan, P.A., 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301-1146.

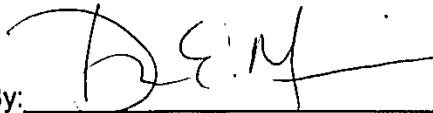
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of April, 1997.

  
\_\_\_\_\_  
Donna E. Miller, Esq., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Victory Cigar, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: April 21, 1997

By:   
Donna E. Miller, Esq.  
Initial Registered Agent

FILED  
97 APR 22 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA