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*REGISTERED PATENT AGENT
**OF COUNSEL

Intellectual Property:
Patents, Trademarks & Copyrights

Securities Arbitration
& Litigation

Antitrust & Trade Regulation

Business Litigation

FILED
97 APR 22 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEDERAL EXPRESS
PRIORITY OVERNIGHT DELIVERY

Secretary of State
Attention: New Filings
409 E. Gaines Street
Tallahassee, FL 32399

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-04/11/97--01063--007
*****122.50 *****122.50

Re: Incorporation of Metrowest Cigars, Inc.

To Whom It May Concern:

Enclosed please find our firm check in the amount of \$122.50 and a copy of the Metrowest Cigars, Inc. Articles of Incorporation for the purpose of incorporating Metrowest Cigars, Inc.

Very truly yours,


Stephen D. Milbrath

SDM/ml
Enc.

PH 4/22/97
WAT 8579
4/11/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1997

STEPHEN D. MILBRATH
255 S ORANGE AVE, S 1401 CITRUS CENTER
ORLANDO, FL 32802-3791

SUBJECT: METROWEST CIGARS, INC.
Ref. Number: W97000008579

We have received your document for METROWEST CIGARS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 797A00018638

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◊ ADMITTED IN NEW YORK/ILLINOIS ONLY
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**OF COUNSEL

April 18, 1997

FEDERAL EXPRESS
PRIORITY OVERNIGHT DELIVERY

Secretary of State
Attention: New Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Incorporation of Metrowest Cigars, Inc.
Consent of Registered Agent

To Whom It May Concern:

As requested, enclosed is an original and one copy of a Consent to Serve as Registered Agent, as well as an original and one copy of the **Metrowest Cigars, Inc.** Articles of Incorporation. Our check in the amount of \$122.50 was previously submitted with Articles, absent the required Registered Agent acceptance.

Thank you for your attention to this matter.

Very truly yours,



Stephen D. Milbrath

SDM/ml
Enc.

**ARTICLES OF INCORPORATION
OF
METROWEST CIGARS, INC.**

FILED
97 APR 22 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be METROWEST CIGARS, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Anthony N. Kostantinidis
6705 Fairway Cove Drive
Orlando, FL 32835

Joanne M. Kostantinidis
6705 Fairway Cove Drive
Orlando, FL 32835

ARTICLE X

The initial registered agent of the corporation is Stephen D. Milbrath, Esq. The street address of the corporation's initial registered office is 255 S. Orange Avenue, Suite 1401, Orlando, FL 32801.

ARTICLE XI

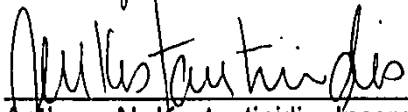
The principal place of business and mailing address of this corporation shall be: 6705 Fairway Cove Drive, Orlando, FL 32835.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is:

Anthony N. Kostantinidis
6705 Fairway Cove Drive
Orlando, FL 32835

The undersigned incorporator has executed these Articles of Incorporation this 10th day of April, 199 7.



Anthony N. Kostantinidis, Incorporator

FILED

CONSENT TO SERVE AS REGISTERED AGENT
FOR
METROWEST CIGARS, INC.

97 APR 22 PM 3: 38
TALLAHASSEE, FLORIDA

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Date: 4-18-97



Stephen D. Milbrath, Registered Agent
Allen, Dyer, Doppelt,
Milbrath & Gilchrist, P.A.
Professional Association
255 South Orange Avenue
Suite 1401
P.O. Box 3791
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