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CERTIFICATE AMENDING ARTICLES OF INCORPORATION

OF

MR. CIGAR, INC.

The undersigned, being the President and Secretary of Mr. Cigar, Inc., a Florida Corporation, hereby certify that by unanimous vote of the Board of Directors and majority vote of the stockholders at a meeting held on May 30, 1997, it was agreed that this CERTIFICATE AMENDING ARTICLES OF INCORPORATION be filed.

The undersigned further certify that the original Articles of Incorporation of Mr. Cigar, Inc. were filed with the Secretary of State of Florida on the 23rd day of April, 1997 under **Document Number P97000036385**. The undersigned further certify that the original Articles of Incorporation filed on the 23rd day of April, 1997, herein are amended to read as follows:

ARTICLE V. (CAPITAL STOCK). The amount of authorized capital stock of the Corporation is one million five hundred thousand (1,500,000) shares of common stock, par value one tenth of one cent per share (\$0.001).

The common stock of the corporation that is issued and outstanding shall be entitled to vote one hundred percent (100%) of the shareholder voting rights. Each shareholder of the common stock shall be entitled to one vote for each share of common stock held.

Authorized stock may be issued from time to time without action by the stockholders for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the consideration for which have been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

The capital stock of this Corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay debts of the Corporation and no paid up stock and no stock issued as fully paid shall ever be assessable or assessed and the Articles of Incorporation shall not be amended in this particular.

The holders of shares of capital stock of the corporation shall not be entitled to pre-emptive or preferential rights to subscribe to any unissued stock or any other securities which the corporation may now or hereafter be authorized to issue.

The stockholders shall not possess cumulative voting rights at all shareholders meetings called for the purpose of electing a Board of Directors.

The undersigned hereby certify that they have on this 30th day of May, 1997, executed this certificate Amending the original Articles of Incorporation of Mr. Cigar, Inc., a Florida Corporation, heretofore filed with the Secretary of State of Florida

Gary Schultheis, President

erbert Tabin, Secretary

STATE OF FLORIDA COUNTY OF PALM BEACH:

On this 30th day of May, 1997, before me, the undersigned Notary Public in and for the State of Florida, personally appeared Gary Schultheis and Herbert Tabin, personally known to me to be the persons and officers whose names are subscribed to the foregoing Certificate Amending Articles of Incorporation and acknowledged to me that they executed the same.

DON A. PARADISO COMMISSION & CC 334690 EXPIRES JAN 1, 1998 Atlantic Bonding Co., Inc. 800-732-2245

Notary Public