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5/06/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: K & W OF DADE, INC.

AUDIT NUMBER.....H97000007444

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION  
OF  
K & W OF DADE, INC.**

97 MAY -6 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(u)  
The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is K & W OF DADE, INC. The principal place of business of the corporation shall be 1568 S.W. 5 Street, Miami, FL 33135, or such other place as may be designated by the Board of Directors.

**ARTICLE II**

**PURPOSE**

The corporation may engage in any or all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding is ONE HUNDRED (100) SHARES of common stock, each share having \$1.00 per value. Each stockholder of the corporation shall be entitled to one (1) vote for each paid, non-assessable share owned by him, and there shall be no cumulative voting. No holder of shares of the corporation of any class now or hereafter authorized shall have any preferential or preemptive right to subscribe for, purchase, or receive any shares of the corporation of any class now or hereafter authorized, or any options or warrants for such shares, which at any time may

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Fl. Bar #376779

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be issued, exchanged, or offered for sale by the corporation.

**ARTICLE IV**

**DURATION**

This corporation shall have perpetual existence.

**ARTICLE V**

**REGISTERED AGENT AND ADDRESS**

The initial street address of the registered office of this corporation in the State of Florida shall be:

1568 S.W. 5th Street  
Miami, FL 33135

The registered agent shall be DARIUSZ J. WIERZBA.

**ARTICLE VI**

**DIRECTORS**

The number of directors of this corporation shall be such as shall from time to time be fixed by and in the manner provided in the By-Laws of the corporation, but shall at no time be less than one nor more than seven. Except, as may otherwise be required by law, vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum.

**ARTICLE VII**

**INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

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PIOTR KUTRYBALA  
4224 N.W. 114th Terrace  
Coral Springs, FL 33065

DARIUSZ J. WIERZBA  
1568 S.W. 5 Street  
Miami, FL 33135

**ARTICLE VIII**

**SUBSCRIBERS**

The name and post office address of the subscriber to these Articles of Incorporation is:

PIOTR KUTRYBALA  
4224 N.W. 114th Terrace  
Coral Springs, FL 33065

DARIUSZ J. WIERZBA  
1568 S.W. 5th Street  
Miami, FL 33135

**ARTICLE IX**

**INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any person whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be entitled under any By-Laws, agreement, vote of shareholders, or disinterested directors, or otherwise, both as action in his official capacity and as to action in another capacity while holding such office, and shall continue to as a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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**ARTICLE X**  
**AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

**ARTICLE XI**  
**COMMENCEMENT**

This corporation shall commence its existence upon the filing and certification of these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of May, 1997.

Piotr Kutrybala  
Dariusz Wierzbka

STATE OF FLORIDA     )  
                                  )ss  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County mentioned above, to take acknowledgments, personally appeared PIOTR KUTRYBALA and DARIUSZ J. WIERZBA, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same on this 2nd day of May, 1997.

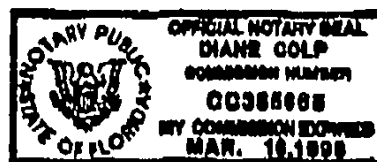
Personally known X

Identification produced \_\_\_\_\_

Diane Gelp  
Notary Public, State of Florida  
DIANE GELP  
(Print or Type Name of Notary)

My Commission Expires: \_\_\_\_\_

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

P S CIGAR, INC. desiring to organize under the laws of the State of Florida with its principal office at 1568 S.W. 5th Street, Miami, Florida, 33135, has named DARIUSZ J. WIERZBA as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process of 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.

Dariusz Wierzba  
Registered Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS DOCUMENT PREPARED BY:

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