

DREIER & BARITZ

ATTORNEYS AT LAW

NEIL S. BARITZ
Member Florida and
New York Bar

1515 North Federal Highway
Suite 300
Boca Raton, Florida 33432
(561) 750-0910
Facsimile: (561) 750-5045

DREIER & BARITZ LLP
45 Rockefeller Plaza
Suite 2000
New York, New York 10111
(212) 332-3434
Facsimile: (212) 332-3435

MARC S. DREIER
Member New York Bar

P97000041114
VIA PRIORITY MAIL

State of Florida
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

600002254276--9
-07/31/97--01094--022
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Attached hereto for filing is an Amendment to the Articles of Incorporation of American Sports Camp, Inc. Additionally attached is a check in the amount of \$35 made payable to the State of Florida, representing the filing fee.

Finally, attached is a self-addressed and stamped envelope for your use in returning a date stamped copy of this Amendment to my attention.

Thank you for your anticipated cooperation.

Very truly yours,

Neil S. Baritz
Neil S. Baritz

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 23 PM 2:42

APPROVED
AND
FILED

RECEIVED
07 JUL 14 PM 8:21
DIVISION OF CORPORATIONS

NO
6/28/97
P97000041114
July 23-97

DREIER & BARITZ

ATTORNEYS AT LAW

1515 North Federal Highway
Suite 300
Boca Raton, Florida 33432
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Facsimile: (561) 750-5045

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Suite 2000
New York, New York 10111
(212) 332-3434
Facsimile: (212) 332-3435

July 22, 1997

VIA PRIORITY MAIL

State of Florida
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399

Re: Amendment to Articles of Incorporation

Dear Sir or Madam:

Attached hereto for filing is an Amendment to the Articles of Incorporation of American Sports Camp, Inc. Please note, pursuant to the attached letter, our previous efforts at amending such Articles failed due to the pre-existing use of the name chosen. As such, we have not included another filing fee of \$35 as we understand that said sum previously paid will be applied to this amendment.

Finally, attached is a self-addressed and stamped envelope for your use in returning a date stamped copy of this Amendment to my attention.

Thank you for your cooperation.

Very truly yours,


Neil S. Baritz

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DREIER & BARITZ LLP
45 Rockefeller Plaza
Suite 2000
New York, New York 10111
(212) 332-3434
Facsimile: (212) 332-3435

July 25, 1997

VIA PRIORITY MAIL

State of Florida
Division of Corporation
409 E. Gaines St.
Tallahassee, FL 32399
Attn: Carol Mustain

Re: Amendment to Articles of Incorporation

Dear Ms. Mustain:

Attached please find a check in the amount of \$35 representing the filing fee which was inadvertently omitted from my previous transmittal amending the Articles of Incorporation of American Sports Camp, Inc. to change its name to The Valparaiso Cigar Group, Inc.

You already have a self-addressed and stamped envelope for your use in returning a date stamped copy of this Amendment to my attention.

Thank you for your cooperation.

Very truly yours,


Neil S. Baritz

Attachment



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 18, 1997

DREIER & BARITZ
% NEIL BARITZ
1515 NORTH FEDERAL HWY., SUITE 300
BOCA RATON, FL 33432

SUBJECT: AMERICAN SPORTS CAMP, INC.
Ref. Number: P97000041114

RECEIVED
97 JUL 23 AM 11:50
DIVISION OF CORPORATIONS

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to the new entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00036649

6297000017199

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN SPORTS CAMP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE I - NAME OF CORPORATION, is hereby deleted and in its place, the following is added:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be THE VALPARAISO CIGAR GROUP, INC.

SECOND: The date of the Amendment's adoption was June 23, 1997.

THIRD: The Adoption of the Amendment was unanimously approved by the Board of Directors and the shareholders.

Signed this 18th day of July, 1997.

AMERICAN SPORTS CAMP, INC.

By: 

Michael Weissman
Chairman and Chief Executive Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 23 PM 2:42

APPROVED
AND
FILED