

DREIER & BARITZ

ATTORNEYS AT LAW

NEIL S. BARITZ
Member Florida and
New York Bar

MARC S. DREIER
Member New York Bar

1515 North Federal Highway
Suite 300
Boca Raton, Florida 33432
(561) 754-0910
Facsimile: (561) 750-4041

June 16, 1998

DREIER & BARITZ LLP
45 Rockefeller Plaza
Suite 2000
New York, New York 10111
(212) 332-4334
Facsimile: (212) 332-3435

Florida Secretary of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 32314

400002565544--B
-06/19/98--01070--009
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation/Valparaiso Cigar Group, Inc.

Enclosed please find an Amendment to Articles of Incorporation for Valparaiso Cigar Group, Inc. which we request to be filed with the Secretary of State. Enclosed is our firm check in the amount of \$35.00 which represents the amendment filing fee.

Please provide us with a confirmation of filing. We appreciate your assistance with this matter.

Sincerely,

Neil Baritz/aw
Neil S. Baritz

Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE VALPARAISO CIGAR GROUP, 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 CHESAPEAKE CIGAR GROUP, INC.

SECOND: The date of the Amendment's adoption was May 1, 1998.

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

Signed this 7 day of May 7, 1998.

THE VALPARAISO CIGAR GROUP, INC.

By: Fred Greenberg
Fred Greenberg
Chairman and Chief Executive Officer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 19 AM 9:40

APPROVED
AND
FILED