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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FRANCISCO PLA CIGARS, INC.
AUDIT NUMBER.....H97000007659
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(5)

ARTICLES OF INCORPORATION

OF

FRANCISCO PLA CIGARS, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

FRANCISCO PLA CIGARS, INC.

ARTICLE II

The general nature of the business to be transacted shall be cigars manufacturing company and or otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution rateable as to their holdings may appear upon the stock record of the corporation. The stock shall be restricted so that no sale may be made to anyone who is not an original subscriber without first offering the stock to the other owner/owners at a fair market price.

ARTICLE IV

This corporation shall have perpetual existence.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125

Fla. Bar 694-290
(305) 649.7344

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ALLIANCE

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ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of two (2) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

residing address:	FRANCISCO PLA 470 N. W. 23rd Place Miami, FL 33125	President
residing address:	MARKERA GALUSTYANTS 708 N. E. 26th Avenue Hallandale, FL 33009	Vice-President

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be FRANCISCO PLA and the registered agent's office of this corporation shall be 2881 N. W. 36th Street, Miami, FL 33142.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation 2881 N. W. 36th Street, Miami, FL 33142, branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation.

ARTICLE IX

The name and post office address of the Subscribers of this Certificate

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of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

NAME	ADDRESS	NO. OF SHARES
FRANCISCO PLA	470 N. W. 23RD PLACE MIAMI, FL 33125	500
MARKERA GALUSTYANTS	708 N. E. 26TH AVENUE HALLANDALE, FL 33009	500

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals in the County of Dade, State of Florida, before me on this 8th day of May, 1997.

SWORN TO AND SUBSCRIBED before me on this 8th day of May, 1997.

Francisco Pla
FRANCISCO PLA, PRESIDENT (SEAL)
Identification *400-245-34-381-0*

Markera Galustyants
MARKERA GALUSTYANTS, VICE-PRESIDENT (SEAL)
Identification *6423-340-37-376-0*

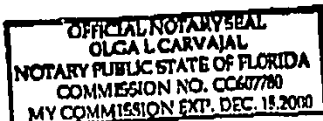
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, FRANCISCO PLA and MARKERA GALUSTYANTS, known to be the persons who executed the foregoing Certificate of Incorporation of FRANCISCO PLA CIGARS, INC., and they acknowledged before me that they have executed the same for the purpose therein set forth.

SWORN TO AND SUBSCRIBED before me on this 8th day of May, 1997.

[Signature]
Notary Public, State of Florida

MY COMMISSION EXPIRES:



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I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I
AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.

Francisco Pla
FRANCISCO PLA, PRESIDENT

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FILED
91 MAY -9 PM 8:00
TALLAHASSEE, FLORIDA

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