

PGT000041922

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/03/97-01019-001
****131.25 ****131.25

SUBJECT: HAVANA IMPORTS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kevin L. Deeb, P.A.
Name (Printed or typed)

255 Alhambra Circle, Suite 610

Address

Coral Gables, FL 33134

City, State & Zip

(305) 567-2428

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 PM 1:55

Deeb
5/2

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 PM 1:55

HAVANA IMPORTS, INC.

A PROFIT CORPORATION

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I
NAME

The name of the corporation is HAVANA IMPORTS, INC.

Article II
PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida regarding the purchase and sale of tobacco products.

Article III
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one hundred (100), all of which shall be common stock having a par value of Fifty Dollars (\$50.00) per share.

Article IV
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

Article V
DURATION

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

Article VI
PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

1803 SW 32nd Avenue
Miami, FL 33145

ARTICLE VII
INCORPORATORS

The name and address of the incorporator are:

MARIA DEL CARMEN DIAZ
1803 SW 32nd Avenue
Miami, FL 33145

ARTICLE VIII
DIRECTORS

The initial board of directors of the Corporation shall consist of TWO (2) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's bylaws.

The name and address of the initial director of the first board of directors are:

MARIA DEL CARMEN DIAZ
1803 SW 32nd Avenue
Miami, FL 33145

The initial director shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE IX
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

255 Alhambra Circle, Suite 610
Coral Gables, FL 33134

The name of the registered agent at such address is:

KEVIN L. DEEB, ESQ.

**ARTICLE X
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**ARTICLE XI
CORPORATE POWERS**

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

**ARTICLE XII
BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

**ARTICLE XIII
DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XV
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

ARTICLE XVI
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 5th day of may, 1997.

Maria Diaz
MARIA DEL CARMEN DIAZ, Incorporator

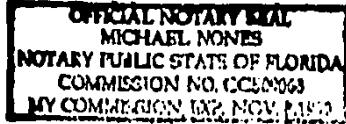
STATE OF FLORIDA)
)
) ss
COUNTY OF DADE)

ON THIS 5th day of may, 1997, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Maria Diaz, known to me to be the person whose name is subscribed to the above Articles of Incorporation, and who acknowledged that he/she/they executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:

Michael Nones
Notary Public
State of Florida



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -8 PM 1:55

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

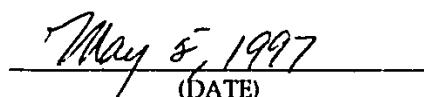
The name of the corporation is **HAVANA IMPORTS, INC.**

2. The name and address of the registered agent and office is:

KEVIN L. DEEB, Esq.
255 Alhambra Circle
Suite 610
Coral Gables, FL 33134

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)


(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314