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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: EASTWOOD CIGARS, INC.

AUDIT NUMBER.....H97000007913

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

CERT. OF STATUS..0

PAGES..... 6

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TALLAHASSEE, FLORIDA

7/10/1997

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**ARTICLES OF INCORPORATION OF  
EASTWOOD CIGARS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is EASTWOOD CIGARS, INC.

**ARTICLE II - DURATION**

The corporation shall have perpetual existence commencing on the date of filing.

**ARTICLE III - PURPOSE**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is Kirk D. De Leon, Esq., 7 NW 2nd Street, Suite 218, Miami, Florida 33128.

**ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the corporation will be located at 2 NE 40th Street, Suite 201, Miami, Florida 33137.

This instrument prepared by:

Kirk D. DeLeon, P.A.  
7 N.W. 2nd Street  
Suite 218  
Miami, Florida 33128  
(305) 374-5494  
Florida Bar No.: 989959

H970 00007913

H97000007913

Eastwood Cigars, Inc.  
Articles of Incorporation  
Page 2

#### **ARTICLE VII - OFFICERS**

The affairs of EASTWOOD CIGARS, INC., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President - SOLOMON OVADIA - 2 NE 40th Street, Miami, Florida 33137  
Vice President - SOLOMON OVADIA  
Secretary - SOLOMON OVADIA

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have One (1) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

1. SOLOMON OVADIA - 2 NE 40th Street, Miami, Florida 33137

#### **ARTICLE IX - BYLAWS**

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

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Eastwood Cigars, Inc.  
Articles of Incorporation  
Page 3

**ARTICLE XI - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII - INCORPORATOR**

The name and address of the incorporator, who is also the person signing these Articles is:

Kirk De Leon

7 N.W. 2nd Street  
Suite 218  
Miami, Florida 33128

**ARTICLES XIII - AMENDMENT**


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

H97000007913

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Eastwood Cigars, Inc.  
Articles of Incorporation  
Page 4

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of  
Incorporation at Miami, Florida on the 1th day of May, 1997.

  
Kirk De Leon

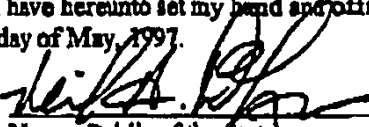
STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared Kirk De Leon, who is  
personally know to me and who has provided a Florida Drivers license as identification to verify  
identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily  
acknowledge before me according to the law that he made an subscribed the same for the uses  
and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami,  
DADE County, Florida, this 1th day of May, 1997.

My Commission Expires:

  
Notary Public of the State  
of Florida at Large



NEIL A. DELEON  
Comm. No. 006649  
My Comm. Exp. Mar. 12, 2001  
Bonded thru Fidelity Ins. Agcy.

H97000007913

H97000007913

Eastwood Cigars, Inc.  
Articles of Incorporation  
Page 5

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts to act in the capacity of Registered Agent for EASTWOOD CIGARS INC., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 1th day of May, 1997.

  
Kirk D. De Leon

This instrument prepared by:

Kirk D. DeLeon, P.A.  
7 N.W. 2nd Street  
Suite 218  
Miami, Florida 33128  
(305) 374-5494  
Florida Bar No.: 989959  
not for use in connection with any other filing

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