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Robert F. Becerra

668 Hampton Dr. N.E.
Palm Bay, FL 32909

Telephone 407-725-9325

May 16, 1997

Florida Department of State
DIVISION OF CORPORATION
P. O. Box 6327
Tallahassee, FL 32314

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-05/19/97--01113--008
****122.50 ****122.50

Re: New Charter Filing for
Becerra Trading Company

Gentlemen:

Enclosed are the following items in connection with filing the Charter for the above-referenced corporation:

1. Original and one copy of the Articles of Incorporation
2. Check to Secretary of State for \$122.50 representing payment of filing fee of \$35, Charter Tax of \$35 and certified copy \$52.50.

Please file this corporation as soon as possible and forward a conformed copy. Should you require additional information, please contact me by telephone.

Thank you for your attention to this matter.

Very truly yours,

Robert F. Becerra

Robert F. Becerra

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ARTICLES OF INCORPORATION
OF
BECERRA TRADING COMPANY,
a Florida corporation ✓

The undersigned incorporator(s) of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation is BECERRA TRADING COMPANY.

ARTICLE TWO

Corporate Duration

The corporation shall have perpetual existence.

ARTICLE THREE

Purpose or Purposes

The general purposes for which the corporation is organized are:

1. To buy, sell, manufacture, import and export cigars and tobacco products, both wholesale and retail, or act as a general dealer for the acquiring, manufacturing and selling of cigars, and to do any and all other business and contracting incidental thereto or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

FILED
97 MAY 19 AM 11:04
TALLAHASSEE, FLORIDA

2. To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

5. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in Sections 607.001 to 607.414 of the Florida Statutes, and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporation, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except there otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the general powers.

ARTICLE FOUR

Capitalization

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be common and shall have a \$1.00 par value.

ARTICLE FIVE

Initial Registered Office and Agent

The street address of the principal office and the initial registered office of the corporation is 668 Hampton Drive N.E., Palm Bay, FL 32905. The name and address of the initial Registered Agent at that address is Robert F. Becerra, 668 Hampton Drive N.E., Palm Bay, FL 32905.

ARTICLE SIX

Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is one. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Robert F. Becerra	668 Hampton Drive N.E. Palm Bay, FL 32905

ARTICLE SEVEN

Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Robert F. Becerra	668 Hampton Drive N.E. Palm Bay, FL 32905

ARTICLE EIGHT

Special Provisions

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorize:

1. To make, amend, and alter the By-Laws of this corporation.
2. To fix the amount to be reserved as working capital over and above its capital shares paid in.
3. From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the share book or any of them, shall be open to inspection of the shareholders and no shareholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the shareholders or directors.
4. Pursuant to the affirmative vote of shareholders of record holding shares in the corporation entitling them to exercise at least a majority of the voting power given at a shareholders' meeting duly called for that purpose, or when authorized by the written consent of shareholders of record entitling them to exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property and

assets of the corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

5. The corporation may, in its By-Laws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute upon it.

6. No contracts or other transactions between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in or a director or officer of such corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction, in or any way connected with such person or persons, firm or corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

7. Both shareholders and directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida.

8. This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein granted are subject to this reservation.

9. The Board of Directors or the shareholders of this corporation may, by the adoption of appropriate By-Laws for this corporation not in contravention with the Statutes of the State of Florida under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the capital shares of this corporation as they shall deem appropriate.

Executed by the undersigned at Palm Bay, Florida on May 16th, 1997.

Robert F. Becerra
Robert F. Becerra, Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on May 16th, 1997, by the foregoing Incorporator(s), who is/are personally known to me or who produced the following identification:

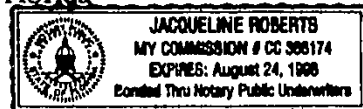
Jacqueline Roberts

Notary Public, State of Florida

Printed Name:

Comm. No:

Comm. Expiration:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

Robert F. Becerra
Robert F. Becerra, Registered Agent

Articles of Incorporation of
BECERRA TRADING COMPANY