

P9700045203

IZARD CORPORATION INDUSTRIES, INC.
 Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16
 Address

MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

100002186601--6
 -05/21/97--01062--005
 ****122.50 ****122.50
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GUS' SMOKE SHOP, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

97 MAY 21 PM 1:57
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 TALLAHASSEE
 FLORIDA

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

5/21

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Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
GUS' SMOKESHOP, INC.

The undersigned, for the purpose of forming a corporation under the law of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be: **GUS' SMOKESHOP, INC.**

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To sale and manufacture tobacco products.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock,

6. To engage in any activities or business permitted under the laws of the United States and Florida.

7. To do such other things as are incidental to the foregoing or necessary or desirable to order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial and principal registered office of the corporation and the name of its initial registered agent at such address is:

**Agustin Rabasa
15048 S.W. 63rd Terrace
Miami, Florida 33193**

ARTICLE SIX

INCORPORATORS

The name and address of each incorporator is:

**Agustin Rabasa 15048 S.W. 63rd Terrace
Miami, Florida 33193**

**Olga Rabasa 15048 S.W. 63rd Terrace
Miami, Florida 33193**

**ARTICLE SEVEN
PREEMPTIVE RIGHTS**

Every shareholder 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the new stock is offered to others.

**ARTICLE EIGHT
INDEMNIFICATION**

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

ARTICLE NINE

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on the 20 day of may, 1997.

X 

AGUSTIN RABASA

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated May 20th, 1997.

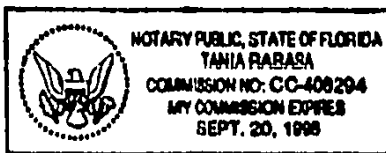
X [Signature]
AGUSTIN RABASA

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared **Agustin Rabasa** to me known to be the person described as subscriber in and who executed the foregoing described Articles of Incorporation, and they acknowledged before me that they subscribed their names hereto for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 20 day of May, 1997.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires:



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SEC. OF STATE
TALLAHASSEE, FLORIDA