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DEmOTT  
Box 30566  
PBG, FL 33420

Office Use Only

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

1. Santiago Cigar Company  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #) E.0000022009916--7  
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(Corporation Name) (Document #)

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 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

**FILED**  
 97 JUN -4 PM 4: 08  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Dmc 6/5/97

ARTICLES OF INCORPORATION  
OF  
SANTIAGO CIGAR COMPANY

FILED  
97 JUN -4 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, being natural persons competent to contract hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME: The name of the corporation shall be:

SANTIAGO CIGAR COMPANY

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

The general nature of the business to be transacted by this corporation is:

To engage in the wholesale distribution of cigars and cigar accessories. To engage in business for any lawful purpose or purposes not specifically forbidden by the laws of the State of Florida; the intention is that none of the objects and powers here and above as specified and clauses contained in this Article, except where otherwise specified in this Article, in no way shall be limited or restricted by reference to or interference from the terms of any other objects, powers or clauses of this Article or any other Article of this Certificate, but that the objects and powers specified in each of the clauses of this Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK: This corporation is authorized to issue 200,000 shares of \$0.01 par value stock.

#### ARTICLE V

PRE-EMPTIVE 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 it is offered to others.

#### ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is 4243 Northlake Blvd., Suite B, Palm Beach Gardens, Florida 33410, and the registered agent is Alfred S. DeMott III, whose address is 4243 Northlake Blvd., Suite B, Palm Beach Gardens, Florida 33410.

#### ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Board of Directors is as follows:

Alfred S. DeMott III  
4243 Northlake Blvd., Suite B  
Palm Beach Gardens, Florida 33410

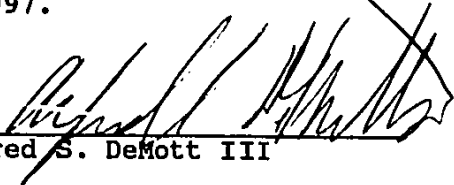
#### ARTICLE VIII

OFFICERS: The officers of the corporation shall be a President, a Treasurer, a Secretary and any such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

#### ARTICLE IX

INCORPORATOR: The name and address of the person signing the Articles of Incorporation is Alfred S. DeMott III, whose address is 4243 Northlake Blvd., Suite B, Palm Beach Gardens, Florida 33410.

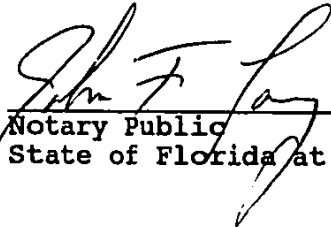
IN WITNESS WHEREOF the undersigned has made and subscribed these Articles of Incorporation at Palm Beach Gardens, Florida on the 21<sup>ST</sup> day of May, 1997.

  
Alfred S. DeMott III

STATE OF FLORIDA        )  
                                  ss.  
COUNTY OF PALM BEACH )

BEFORE ME the undersigned authority, personally appeared Alfred S. DeMott III, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and 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 West Palm Beach, Florida, in said County and State, this 21<sup>ST</sup> day of May, 1997.

  
Notary Public  
State of Florida at Large



JOHN FLONG  
My Commission CC292617  
Expires May 30 1997  
Bonded by ANB  
800-852 5878

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE **FILED**  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING **97801-4 PH 4:08**  
UPON WHOM PROCESS MAY BE SERVED

SECRET  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That Santiago Cigar Company desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation located at 4243 Northlake Blvd., Suite B, Palm Beach Gardens, County of Palm Beach, State of Florida, has named Alfred S. DeMott III, of 4243 Northlake Blvd., Suite B, Palm Beach Gardens, Florida 33410 as its agent to accept service of process within this State.

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.

  
\_\_\_\_\_  
Alfred S. DeMott III