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ACCOUNT NO. : 072100000032

REFERENCE : 427454 4303929

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$122.50

ORDER DATE : June 13, 1997

ORDER TIME : 10:06 AM

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ORDER NO. : 427454-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Myrna Norman-golinsky
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CASA DE GONZALEZ TOBACCONIST,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

English House of Gonzalez's Tobacco, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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Zachary H. Wolff, Retired

Myrna Norman Golinsky
(305) 789-5375

June 12, 1997

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: **CASA DE GONZALEZ TOBACCONIST, INC.**

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

Myrna Norman Golinsky
Legal Assistant

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE
NEW YORK WASHINGTON, D.C.

ARTICLES OF INCORPORATION
OF
CASA DE GONZALEZ TOBACCONIST, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **CASA DE GONZALEZ TOBACCONIST, INC.** (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 271 Rosedale Drive, Miami Springs, Florida 33166.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 271 Rosedale Drive, City of Miami Springs, County of Dade, State of Florida 33166, and the name of its initial registered agent at such office is Richard Michael Gonzalez.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the Initial Board of Directors is two, and the names and addresses of the members of the Initial Board of Directors, who

will serve as the Corporation's directors until successors are duly elected and qualified are:

Richard Michael Gonzalez
271 Rosedale Drive
Miami Springs, Florida 33166

Ronald E. Gonzalez
271 Rosedale Drive
Miami Springs, Florida 33166

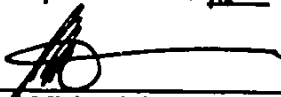
ARTICLE VII

The name of the Incorporator is Richard Michael Gonzalez and the address of the Incorporator is 271 Rosedale Drive, Miami Springs, Florida 33166.

ARTICLE VIII

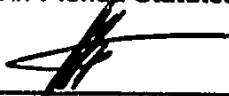
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 12th day of June, 1997.


Richard Michael Gonzalez

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CASA DE GONZALEZ TOBACCONIST, INC. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Richard Michael Gonzalez

Dated: June 12, 1997

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