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LAW OFFICE OF
BARRY L. HALPERN

BARRY L. HALPERN

911 DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

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June 11, 1997

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

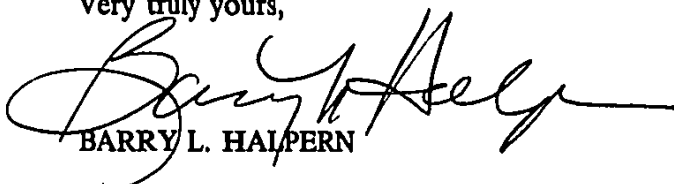
RE: ESPINALS CIGAR & WINE EMPORIUM, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above corporation and check in the amount of \$122.50 for the filing of these articles.

Thank you.

Very truly yours,


BARRY L. HALPERN

BLH/II
enc

JUN 17 1997 BSB

FILED
97 JUN 16 AM 8:38
TALLAHASSEE, FLORIDA
STATE

ARTICLES OF INCORPORATION
OF
ESPINALS CIGAR & WINE EMPORIUM, INC.

FILED
97 JUN 16 AM 8:38
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above, ESPINALS CIGAR & WINE EMPORIUM, INC. and the principal place of business is 693 N.E. 167 Street, North Miami Beach, Florida 33162.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida, specifically, brokering in food, beverage, and tobacco; retail and wholesale.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

PAR VALUE

100

\$5.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL
REGISTERED AGENT AT SUCH ADDRESS

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

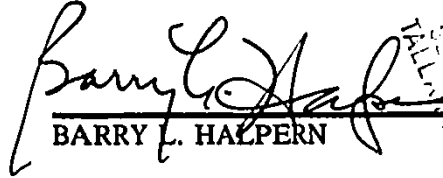
ADDRESS OF OFFICE

Barry L. Halpern, Esquire

AGENT AT SUCH ADDRESS

2600 Douglas Road, Suite 911
Coral Gables, Florida 33134

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


BARRY L. HALPERN
JUN 19 8 38 AM '88
STATE OF FLORIDA

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

<u>DIRECTORS</u>	<u>ADDRESS</u>
Jeffrey Steiner	2575 N.E. 206 Lane, N. Miami Beach, Florida 33180
Kenneth A. De Fillipo	17830 N.E. 10th Avenue, N. Miami Beach, Florida 33180

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IV - SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation and the number of shares subscribed thereto is/are:

<u>SUBSCRIBER</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Jeffrey Steiner	2575 N.E. 206 Lane N. Miami Beach, Florida 33180	50
Kenneth A. De Fillipo	17830 N.E. 10th Avenue N. Miami Beach, Florida 33180	50

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any Director individually or any firm of which any Director may be a member, may be a part to, or may pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - ASSIGNMENT OF SUBSCRIPTIONS

The original subscriber(s) to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his/their subscription(s) to any other person, firm, or corporation who may thereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original subscribers, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments or assignment, provided, however, that any, but not all, of said subscriptions may be assigned by the subscribers to the corporation so that less than the number of shares subscribed for may be initially issued to the stockholders.

ARTICLE XII - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and 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 terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary of an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

OFFICERS

ADDRESS

President/Treasurer:

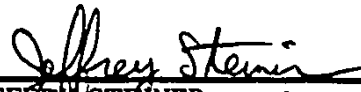
Jeffrey Steiner


2575 N.E. 206 Lane
N. Miami Beach, Florida 33180

ARTICLE XIII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.



JEFFREY STEINER


KENNETH A. DE FILLIPO

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 acknowledgments, personally appeared:

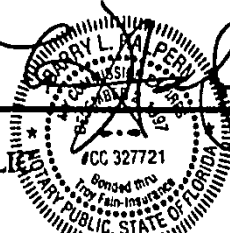
JEFFREY STEINER and KENNETH A. DE FILLIPO to me personally known or produced identification (_____) to be the person(s) described as subscriber(s) to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that they executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 11 day of

June, 1997.

My Commission Expires:

Barry
NOTARY PUBLIC



Barry L. Halpern

(Print, type or stamp commissioned name
of notary public)