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ADORNO & ZEDER, P.A.
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600

MIAMI, FLORIDA 33133

TELEPHONE (305) 858-5555

WORLD WIDE WEB <http://www.adorno.com>

97 JUN 19 PM 4:12

STATE
TALLAHASSEE, FLORIDA

FACSIMILE

(305) 858-4777

September 26, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: FIRST CLASS CIGARS, INC.

400002216984--7
-06/19/97--01034--018
***122.50 ***122.50

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$122.50 made payable to Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

JTW/C.LTRCOV/99245/11901.001

PH
6/19/97

**ARTICLES OF INCORPORATION
OF
FIRST CLASS CIGARS, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. - NAME

The name of this corporation is First Class Cigars, Inc. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business and mailing address of the Corporation is:

4800 West Flagler Street
Suite 212
Miami, Florida 33134

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000 shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV. - INITIAL REGISTERED
OFFICE AND AGENT**

The initial registered office of this Corporation shall be at 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be A Z Registered Agent Corporation.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Rafael Antun, 9355 S.W. 93rd Place, Miami, Florida 33176.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 16, 1997.



Rafael Antun, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

1. The name of the Corporation is First Class Cigars, Inc.
2. The name and address of the Registered Agent and the Registered Office is: A Z Registered Agent Corporation, 2601 S. Bayshore Dr., Suite 1600, Miami, Florida 33133.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of First Class Cigars, Inc., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Dated this 16th day of June, 1997

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson,
Secretary and Treasurer