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EMPIRE CORPORATE KIT

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: E7 EMPEROR TOBACCO COMPANY, INC.

AUDIT NUMBER.....H97000010340

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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**ARTICLES OF INCORPORATION  
OF  
EMPEROR TOBACCO COMPANY, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the Corporation shall be: **EMPEROR TOBACCO COMPANY, INC.**

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**ARTICLE II: PURPOSE**

The principal nature and purposes for which this corporation is organized is wholesale cigar business but the corporation shall be permitted to engage in any legally permitted activity.

**ARTICLE III: SHARES**

The number of shares of stock that this corporation is authorized to have issued at any one time is Seven Thousand (7,000).

**Articles Prepared by:**

Humberto Cancio, Jr., Esq.  
2300 Coral Way  
First Floor  
Miami, Florida 33145 (305) 856-7777

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**ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

GUSTAVO ADOLFO MARIN

2290 NorthWest North River Drive, Suite 5,  
Miami, Florida, 33125

**ARTICLE V: INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

GUSTAVO ADOLFO MARIN

2290 NorthWest North River Drive, Suite 5  
Miami, Florida, 33125

CRAIG BODIE

22436 Sea Bass Drive  
Boca Raton, Florida 33428

**Articles Prepared by:**

Humberto Cancio, Jr., Esq.  
2300 Coral Way,  
Suite 100  
Miami, Florida 33144

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ARTICLES OF INCORPORATION  
EMPEROR TOBACCO COMPANY, INC.....page 3

ARTICLE VI: ADDRESS OF CORPORATION'S FIRST PLACE OF BUSINESS

The first address of the corporation shall be 2290 NorthWest North River Drive, Suite 5, Miami, Florida 33125.

ARTICLE VII: BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII: INITIAL MEMBERS OF THE BOARD OF DIRECTORS

The names of the members of the initial Board of Directors of this Corporation and their street addresses are as follows:

GUSTAVO ADOLFO MARIN

2290 NorthWest North River Drive, Suite 5  
Miami, Florida 33142

Articles Prepared by:

Humberto Cancio, Jr., Esq.  
2300 Coral Way,  
Suite 100  
Miami, Florida 33144


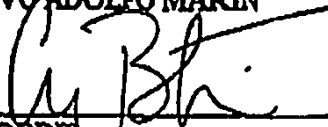
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CRAIG BODIE

22436 Sea Bass Drive  
Boca Raton, Florida 33428

The undersigned incorporators have executed these Articles of Incorporation this 13th Day of  
May, 1997.

  
GUSTAVO ADOLFO MARIN  
  
CRAIG BODIE

Articles Prepared by:

Humberto Cancio, Jr., Esq.  
2300 Coral Way,  
Suite 100  
Miami, Florida 33144

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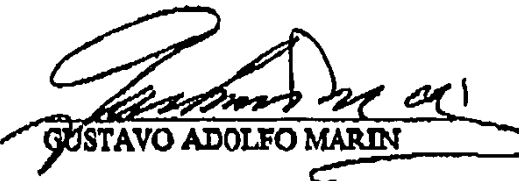
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
GUSTAVO ADOLFO MARIN

Articles Prepared by:

Humberto Cancio, Jr., Esq.  
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Suite 100  
Miami, Florida 33144

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