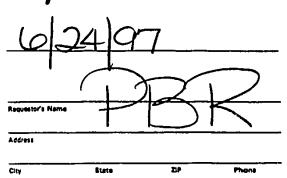
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Acknowledgment

W.P. Veriller

(Toll Free: 1-800-432-3028



ARTICLES OF INCORPORATION OF

Havana Humidor II , INC .



The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation is Havana Humidor II, INC.

ARTICLE II

The term of the existence of the corporation is perpetual. The inception date of the corporation and the day it began operations is June 24 1997.

ARTICLE III

The general purposes for which the corporation is organized it to operate a cigar store.

ARTICLE IV

The aggregate number of shares of stock which the corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall have a par value of Five Dollar (\$5.00) per share.

ARTICLE V

The street address of the initial registered office and the principal place of business of the corporation is 7700 North Kendall Drive, Suite 415 Miami, Florida 33156 and the name of the agent at such address is: LORN LEITMAN

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is THREE (3). the name and address of the person/persons who is/are to serve as initial board are:

Name Address

David R. Nateman 2851 Seminole Drive

President/Director Coconut Grove, Florida 33133

Gregory Maya 7700 N. Kendall Drive, Suite 415

Vice President/Director Miami, Florida 33156

Lorn Leitman 8120 SW 86 Terrace Director Miami, FL 33144

ARTICLE VII

The name and address of the person signing these articles of incorporation is:

Name Address

Lorn Leitman 7700 N. Kendall Drive, Suite 415

Miami, Florida 33156

Executed by the undersigned at Miami, Dade County, Florida on this 24 day of 100, 1997.

Lorn Leitman

ACCEPTANCE BY REGISTERED AGENT:

Having been name to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

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STATE OF FLORIDA)	,
COUNTY OF DADE): SS: Before me, the undersigned authority, person known to be the person who execution in the person who execution is a constructed that it is a constructed that is a constructed that it is a constructed that is a co	tuted the foregoing ARTICLES OF the me, according to law, that he made and
IN WITNESS WHEREOF, I have hereunto s day of, 19	et my hand and seal this,
My Commission Expires:	Notary Public, State of Florida, at Large

CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitte, in compliance with said Act:

First - That Havana Humidor II desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City ofMiami,
County of <u>Dade</u> , State of <u>Florida</u> ,
has named, (Name of Registered Agent) ,
located at 7700 North Kendall Drive, Suite 415,
City of <u>Miami</u> , County of <u>Dade</u> ,
State of Florida, as its agent to accept service of process within this state. ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT) Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

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