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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, P.A.
ATTORNEYS AT LAW

OUR FILE NUMBER:
WRITER'S DIRECT DIAL NUMBER: (305) 376-6066

June 25, 1997

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

200002228662--7
-07/02/97--01034--007
****122.50 ****122.50

Re: Preferred Cigar Ring Collection, Inc.

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced company, along with a check in the amount of \$122.50.

Please proceed to file the enclosed articles and provide me with a certified copy of such articles. A self-addressed-stamped envelope is included for your convenience.

Thank you for your cooperation. If you have any questions, please contact me.

Sincerely,

Lissette Benitez

Lissette Benitez

enclosure

157624.1

AL JUL -3 1997

FILED
97 JUL -2 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Two South Biscayne Boulevard, Suite 3400 • Miami, FL 33131-1897
(305) 376-6000 Fax: (305) 376-6010 e-mail: clientservices@gunster.com
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FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

**ARTICLES OF INCORPORATION
OF
PREFERRED CIGAR RING COLLECTION, INC.**

FILED
97 JUL -2 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Place of Business

The name of the corporation is PREFERRED CIGAR RING COLLECTION, INC.

The corporation's initial principal place of business shall be 7340 S.W. 48th Street, Suite 106, Miami, Florida 33155.

Article II

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article III

Mailing Address

The initial mailing address of the corporation is 7340 S.W. 48th Street, Suite 106, Miami, Florida 33155.

Article IV

Capital Stock

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock, each having \$1.00 par value.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7340 S.W. 48th Street, Suite 106, Miami, Florida 33155 and the name of the initial registered agent of this corporation at that address is Ahmed A. Gonzalez.

Article VI

Incorporator

The name and street address of the incorporator of this corporation is:

Lissette Benitez, Esq.
c/o Suite 3400 - One Biscayne Tower
Two South Biscayne Boulevard
Miami, Florida 33131-1897

IN WITNESS WHEREOF, the incorporator has executed these Articles on June 26th, 1997.

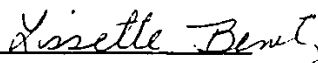
Lissette Benitez
Lissette Benitez, Esq.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
97 JUL -2 PM 1:0
CLERK OF DISTRICT COURT
JULY 2 1997
TALLAHASSEE, FLORIDA


In compliance with Section 48.091, Florida Statutes, the following is submitted:

PREFERRED CIGAR RING COLLECTION, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named Ahmed A. Gonzalez, located at 7340 S.W. 48th Street, Suite 106, Miami, Florida 33155, as its agent to accept service of process within Florida.


Lissette Benitez, Esq.
Incorporator

Dated: June 26 1997

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Ahmed A. Gonzalez

Dated: June 26, 1997