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FLORIDA DIVISION OF CORPORATIONS
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((H97000011104 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335
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NAME: HUMIDORS BY MACABI INC.

AUDIT NUMBER.....H97000011104

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

CERT. OF STATUS..0

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1997

ARTURO SOSA
628 SW 22 AVE.
MIAMI, FL 33155

SUBJECT: HUMIDORS BY MACABI, INC.
REF: W97000015627

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

FAX Aud. #: H97000011104
Letter Number: 997A00035139

H97000011104

ARTICLES OF INCORPORATION

of

HUMIDORS BY MACABI, INC.

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97 JUL -8 AM 9:26
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

HUMIDORS BY MACABI, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of ONE Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

PREPARED BY:
ARTURO SOSA
628 SW 22 AVE.
MIAMI, FLORIDA 33155
(305) 446-2605

H97000011104

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME: ROSSANA RODRIGUEZ
ADDRESS: 5861 Sunset Drive
CITY: South Miami **STATE:** Florida **ZIP:** 33143

The principal office, if known, or the mailing address of the corporation is:

NAME: HUMIDORS BY MACABI
ADDRESS: 628 S.W. 22nd Avenue
Miami, Florida 33135

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

NAME: HENRY VILAR
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami **STATE:** Florida **ZIP:** 33155

NAME: MIGUEL JIMENEZ
ADDRESS: 3912 S.W. 62nd Avenue
CITY: Miami **STATE:** Florida **ZIP:** 33155

NAME: PEDRO GRIFOL
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami **STATE:** Florida **ZIP:** 33155

NAME: ARTURO SOSA
ADDRESS: 628 S.W. 22nd Avenue
CITY: Miami **STATE:** Florida **ZIP:** 33155

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

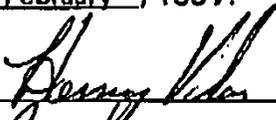
NAME: HENRY VILAR
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami STATE: Florida ZIP: 33155

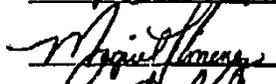
NAME: MIGUEL JIMENEZ
ADDRESS: 3912 S.W. 62nd Avenue
CITY: Miami STATE: Florida ZIP: 33155

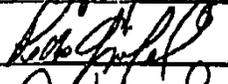
NAME: PEDRO GRIFOL
ADDRESS: 5835 S.W. 45th Terrace
CITY: Miami STATE: Florida ZIP: 33155

NAME: ARTURO SOSA
ADDRESS: 628 S.W. 22nd Avenue
CITY: Miami STATE: Florida ZIP: 33155

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ___ day of February, 1997.


_____ (Seal)


_____ (Seal)


_____ (Seal)


_____ (Seal)

H97000011104

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

FILED
97 JUL -8 AM 9:26
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

HUMIDORS BY MACABI, INC.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

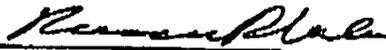
at 5861 Sunset Drive, South Miami, Florida, 33143

has named ROSSANA RODRIGUEZ

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(Registered Agent)

H97000011104