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HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

222 LAKEVIEW AVENUE-SUITE 800  
WEST PALM BEACH, FLORIDA 33401-6112

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Legal Assistant  
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DETROIT, MICHIGAN  
LANSING, MICHIGAN

July 3, 1997

VIA FEDERAL EXPRESS

Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

000002231300--1  
-07/07/97--01107--001  
\*\*\*122.50 \*\*\*122.50

Re: Stevens Distributors, Inc.

Dear Gentlemen:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please arrange to file the Articles upon your receipt of this letter and return the certified copy to the attention of the undersigned in the prepaid Federal Express envelope enclosed.

Thank you for your cooperation in this matter.

Very truly yours,



Cathy M. Scott  
Legal Assistant to  
Steven R. Parson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 PM 3:05

CMS/md  
ENCLOSURES

cc: Mr. Ronald T. Larizza (w/enc.)  
Mr. Jerry A. Somma (w/enc.)  
Steven R. Parson, Esq.  
Brad M. Tomtishen, Esq.

16/01/17/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 PM 3:05

July 8, 1997

HONIGMAN MILLER SCHWARTZ, ET. AL.  
ATTN: CATHY M. SCOTT  
222 LAKEVIEW AVENUE #800  
WEST PALM BEACH, FL 33401-6112

SUBJECT: STEVENS DISTRIBUTORS, INC.  
Ref. Number: W97000015717

We have received your document for STEVENS DISTRIBUTORS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 997A00035230

EFFECTIVE DATE

7/3/97

**ARTICLES OF INCORPORATION  
OF  
STEVENS CIGAR DISTRIBUTORS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 PM 3:05

**ARTICLE I - NAME**

The name of this corporation is Stevens Cigar Distributors, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

241 U.S. Highway One  
Tequesta, FL 33469

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION**

The Corporation shall have perpetual existence commencing July 3, 1997.

**ARTICLE V - CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares."

**ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Jerry A. Somma  
241 U.S. Highway One  
Tequesta, FL 33469

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Jerry A. Somma  
241 U.S. Highway One  
Tequesta, FL 33469

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

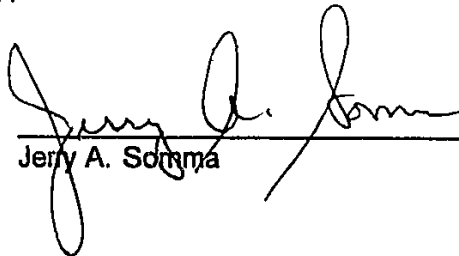
The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of the initial director of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald T. Larrizza	460 S. Beach Road Hobe Sound, FL 33455

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

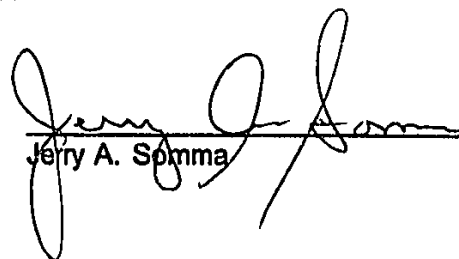
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of July, 1997.

  
Jerry A. Somma

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Dated this 3rd day of July, 1997.

  
Jerry A. Somma

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL -7 PM 3:05

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