

P 970000063250  
File 2-63



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 468503 4346978

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : July 21, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 468503-010

CUSTOMER NO: 4346978

CUSTOMER: Carmen A. Accordino, Esq  
SCHANTZ SCHATZMAN & AARONSON,  
P.A.  
Suite 1050  
200 South Biscayne Boulevard  
Miami, FL 33131-2394

600002242736--7

DOMESTIC FILING

NAME: DON ALBERTO CIGARS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
97 JUL 21 PM 12:01  
TALLAHASSEE, FLORIDA  
STATE  
DIVISION OF CORPORATION

RECEIVED  
97 JUL 21 AM 11:28  
DIVISION OF CORPORATION

SN 1111 22 1997

**ARTICLES OF INCORPORATION**

**- OF -**

**DON ALBERTO CIGARS, INC.**

**FILED**  
97 JUL 21 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is DON ALBERTO CIGARS, INC.

**ARTICLE II - DURATION**

This corporation shall exist in perpetuity.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 10,000,000 shares of \$.01 par value common stock which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 540 Brickell Key Drive, Suite 215, Miami, Florida 33131, and the name of the registered agent of this corporation at that

address is STANLEY BAUMANN. The address of the corporation's principal office is the same as the address of its registered office.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) 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 this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
STANLEY BAUMANN	540 Brickell Key Drive Suite 215 Miami, Florida 33131
ALBERTO LAMADRID	5510 Riviera Drive Coral Gables, Florida 33146

#### **ARTICLE VII - INCORPORATOR**

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
STANLEY BAUMANN	540 Brickell Key Drive Suite 215 Miami, Florida 33131
ALBERTO LAMADRID	5510 Riviera Drive Coral Gables, Florida 33146

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### **ARTICLE IX - POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.


## ARTICLE X - INDEMNIFICATION


**This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.**

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

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

\*  STANLEY BAUMANN

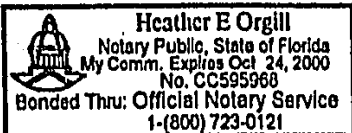
\*  ALBERTO LAMADRID

STATE OF FLORIDA )  
COUNTY OF DADE ) :SS.:

**SWORN TO** and subscribed before me this 17 day of July, 1997, by **STANLEY BAUMANN** and **ALBERTO LAMADRID**.

Heather E. Orrell  
Heather E. Orrell, NOTARY PUBLIC  
 PRINT, TYPE OR STAMP NAME OF NOTARY

Personally known ✓  
or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



**DESIGNATION OF RESIDENT AGENT**

**Certificate Designating Place of Business or Domicile for the Service of Process  
Within this State, Naming Agent Upon Whom Process May Be Served.**

\*\*\*\*\*

**(Attached to the Articles of Incorporation of  
DON ALBERTO CIGARS, INC.  
and Made a Part Thereof)**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation to which this document is attached:

**THAT, DON ALBERTO CIGARS, INC.,** desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation in the City of Miami, County of Dade, State of Florida, has named **STANLEY BAUMANN**, as its Registered Agent to accept service of process within this State.

**ACCEPTANCE**

**THAT, I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.**

  
\_\_\_\_\_  
**STANLEY BAUMANN,**  
Resident Agent

FILED  
97 JUL 21 PM 12:01  
TALLAHASSEE, FLORIDA

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