

P97000063512
TRANSMITTAL LETTER

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

000002237090--2
-07/14/97--01067--003
****131.25 ****131.25

SUBJECT: Havana's Cigar Cafe' / Havana's LTD. INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark S Webber
Name (Printed or typed)

301 La Paloma Ln
Address

Titusville, FL 32780
City, State & Zip

407-267-0513
Daytime Telephone number

FILED
97 JUL 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

mc 7/23/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1997

MARK S. WEBBER
301 LAPALOMA LANE
TITUSVILLE, FL 32780

SUBJECT: HAVANA'S CIGAR CAFE/HAVANA'S LTD., INC.
Ref. Number: W97000016280

We have received your document for HAVANA'S CIGAR CAFE/HAVANA'S LTD., INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 997A00036142

CERTIFICATE OF ARTICLES OF INCORPORATION
OF
HAVANA'S CIGAR CAFE / HAVANA'S LIMITED, INC.

FILED
97 JUL 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation hereby execute the same for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be:

HAVANA'S CIGAR CAFE / HAVANA'S LIMITED, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of the general practice of wholesale and retail tobacco sales and related activities of all kinds.

To acquire, by purchase, lease or otherwise, lands and interest in lands, to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or accepted by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation to buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate, real estate of all kinds, improved and unimproved and any right or interest therein.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by the corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts and stipulations and make such arrangements, as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The total number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of Common Stock of One Dollar (\$1.00) per value; all that are issued to be fully paid and exempt from assessment.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation shall be at 301 La Paloma Lane, Titusville, Florida 32780.

ARTICLE VII

The initial registered agent of this corporation shall be Mark S. Webber and the registered office shall be at 301 La Paloma Lane, Titusville, Florida 32780.

ARTICLE VIII

The number of Directors shall be no less than one (1) but no more than five (5).

ARTICLE IX

The names and postal addresses of the first Board of Directors and Officers who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified, are:

NAMES AND ADDRESSES

OFFICE

MARK S. WEBBER
301 La Paloma Lane
Titusville, FL 32780

PRESIDENT/SECRETARY

BRUCE A. WEBBER
210 Jackson Avenue
Cape Canaveral, FL 32920

VICE PRESIDENT

ARTICLE X

The names and postal addresses of the subscribers to these Articles of Incorporation, and the number of shares that we agree to take, are as follows, to wit:

NAMES AND ADDRESSES

SHARES

MARK S. WEBBER
301 La Paloma Lane
Titusville, FL 32780

800

BRUCE A. WEBBER
210 Jackson Avenue
Cape Canaveral, FL 32920

200

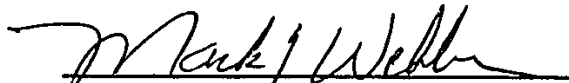
The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

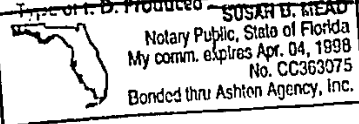
The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted, subject to this reservation.

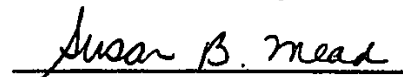
I, THE UNDERSIGNED, being an original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business, both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand this 2nd day of July, 1997.


Mark S. Webber

STATE OF FLORIDA
COUNTY OF BREVARD

(Print, Type, or Stamp Commissioned Name of Notary Public)
Personally Known ☒ OR Produced Identification ☐
Type of I. D. Produced SUSAN B. MEAD


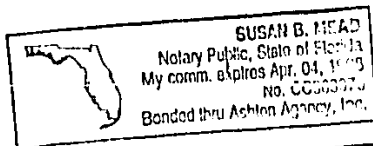
The foregoing Articles of Incorporation were acknowledged before me this 2 day of July, 1997.


Notary Public, State of Florida

I, THE UNDERSIGNED, being an original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business, both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand this 10 day of July, 1997.


Bruce A. Webber

STATE OF FLORIDA
COUNTY OF BREVARD



(Print, Type, or Stamp Commissioned Name of Notary Public)
Personally Known ☒ OR Produced Identification ☐
Type of I. D. Produced _____

The foregoing Articles of Incorporation were acknowledged before me this 10 day of Jul, 1997.


Notary Public, State of Florida

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

HAVANA'S CIGAR CAFE / HAVANA'S LIMITED, INC.

2. The name and address of the registered agent and office are:

**MARK S. WEBBER
301 La Paloma Lane
Titusville, FL 32780**

Signature: 
(Corporate Officer: Mark S. Webber)

Title: PRESIDENT / SECRETARY

Date: 7/18/97

Signature: 
(Corporate Officer: Bruce A. Webber)

Title: VICE PRESIDENT

Date: 17 July 18

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97 JUL 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Signature: 
(Registered Agent: Mark S. Webber)

Date: 7/18/97