

P97000066062

Miami Club Cigars, Inc.

"Premium Cigar Distributors and Your  
Source for Serious Cigars"

E-mail: [www.miamiclub@aol.com](mailto:www.miamiclub@aol.com)  
1-888-BL-MIAMI  
(954)389-5884

Fax: (954)349-8033

"LITTLE HAVANA'S BEST"  
HAND-MADE PREMIUM CIGARS  
MIAMI, FLORIDA, USA  
Exclusive distributors of:  
MIAMI CLUB CIGARS™  
BL BISCAYNE™  
THE AMERICAN KING™  
HAV-A-MIAMI™  
COPA HAVANAS™  
CHAMPION CIGAR™  
JOHN D.™  
LITTLE HAVANA'S BEST™

July 25th, 1997

SECRETARY OF STATE  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: ARTICLES OF INCORPORATION:  
MIAMI CLUB CIGARS, INC.  
Ref No.: W97000016352

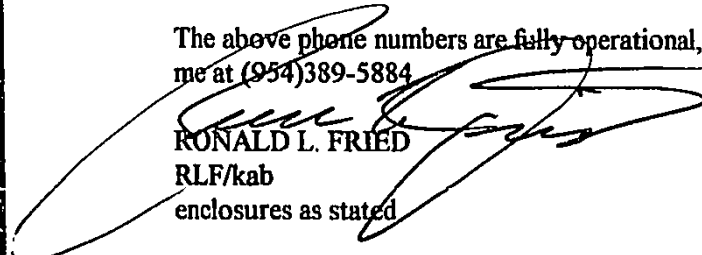
*Lost Validation*  
*709002237367*  
*07/14/97-0116005*  
*\$122.50*

Dear Agnes Lunt:

Enclosed please find the corrected Articles of Incorporation reflecting an August 1, 1997 as effective date.

We apologize for any inconvenience and do appreciate your assistance.

The above phone numbers are fully operational, therefore if there is further problem, please advise me at (954)389-5884

  
RONALD L. FRIED  
RLF/kab  
enclosures as stated

FILED  
97 JUL 31 AM 7:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

.....SMOKE THE SMOKE OF MIAMI.....



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 15, 1997

RONALD L. FRIED  
15970 W. STATE ROAD 84  
SUNRISE, FL 33325

SUBJECT: MIAMI CLUB CIGARS, INC.  
Ref. Number: W97000016352

We have received your document for MIAMI CLUB CIGARS, 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):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return 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) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 997A00036222

FILED  
97 JUL 31 AM 7:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MIAMI CLUB CIGARS, INC.

I, the undersigned, do hereby execute the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of this Corporation shall be:

MIAMI CLUB CIGARS, INC.

ARTICLE TWO

This corporation shall commence its existence on ~~June 25th~~ <sup>August 1<sup>st</sup></sup>, 1997, and shall exist perpetually thereafter unless sooner dissolved according to law.

The general purpose for which the Corporation is organized includes the transaction of any and all lawful business for which the Corporation may be incorporated under Chapter 607 of the Florida Statutes.

### ARTICLE THREE

This corporation may engage in any activity of business permitted under the laws of the State of Florida.

### ARTICLE FOUR

Capital Stock Authorized: 500 Shares

Par Value thereof: 1.00

Characteristics of such stock shall be : Preferred Common

### ARTICLES FIVE

The initial street address in the State of Florida of the principal office of this corporation shall be:

15970 W. State Road 84, Sunrise, Florida 33325

### ARTICLE SIX

The street address of the initial registered office is:

15970 W. State Road 84, Sunrise, Florida

the name of the Corporation's initial registered agent is:

RONALD L. FRIED, J.D.

#### ARTICLE SEVEN

The number of directors of this Corporation shall be not less than one (1) director.

#### ARTICLE EIGHT

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified:

NAME:

ADDRESS:

CHARLOTTE WEISS

15970 W. State Roas 84, Sunrise, Florida

#### ARTICLE NINE

The name and post office address of the sole subscriber to the Certificate of Incorporation is:

Charlotte Weiss; 15970 West State Road 84, Sunrise, Florida 33325

#### ARTICLE TEN

It is hereby expressly provided that at the option of the shareholder or shareholders of this corporation at a duly called meeting, the shareholder or shareholders shall be given the powers and right to elect to take advantage of certain provisions of the Internal Revenue Code which allows for the election of a corporation to be organized and operated under Subchapter S. The shareholder or shareholders shall further be given the right and option to designate a plan for the

issuance of 1244 Stock.

**ARTICLE ELEVEN**

The Corporation shall have all rights and powers consistent with the laws of the State of Florida.

I, the undersigned being the original sole subscriber to the capital stock herein above-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 respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, do hereunto set my hand and seal this 25th day of June, 1997.



Charlotte Weiss

STATE OF FLORIDA

COUNTY OF BROWARD

I DO HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above to take acknowledgments, personally appeared before me, Charlotte Weiss, to me known to be the Sole Subscriber described in and who executed the foregoing Articles of Incorporation, and acknowledged to be before me that she subscribed to said Article of Incorporation.

Witness my hand and official seal at Tamarac, Broward County, Florida this 25th day of June,  
1997.

A handwritten signature in cursive script, appearing to read "Paul Wilson", written over a horizontal line.

Notary Public, State of Florida at Large

My commission expires:



**RESIDENT AGENT CERTIFICATE**  
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE (REGISTERED**  
**OFFICE) AND PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the said Act:

That MIAMI CLUB CIGARS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the Miami, Florida, has named Charlotte Weiss, located at 15970 W. State Road 84, Sunrise, State of Florida, as its agent to accept service of process within this state; and does designate such agent's address as its registered office within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

*Charlotte Weiss*

Charlotte Weiss

FILED  
97 JUL 31 AM 7:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P 970000 66063

LAW OFFICES OF  
**STARSON & DIJOLS, P.A.**

The Gulfstream Building  
8751 W. Broward Boulevard  
Suite 108  
Plantation, Florida 33324  
(954) 472-5314  
Telefax (954) 472-0986

PETER P. STARSON, JR., P.A.  
PEDRO E. DIJOLS, P.A.\*  
VINCENT J. PRAVATO

FILED  
97 JUL 28 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
\*Member of New York and  
Florida Bar

July 25, 1997

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

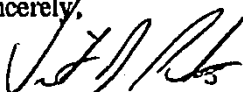
8  
100002249781--1  
-07/28/97--01171--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed, please find a check in the amount of \$122.50 as payment for the filing fee and a certified return copy of the Articles of Incorporation for United Digital Business & Communications, Inc.. Please mail the return copy to United Digital at 4699 N. Federal Highway, Suite 109, Pompano Beach, Florida 33064.

Thank you for your cooperation.

Sincerely,

  
Vincent J. Pravato

Enclosures

P. 24-103-001

JUL 31 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED DIGITAL BUSINESS**  
**&**  
**COMMUNICATIONS, INC.**

FILED  
97 JUL 28 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopted the following Articles of Incorporation:

**Article One- Name**

The name of the corporation is UNITED DIGITAL BUSINESS & COMMUNICATIONS, INC.

**Article Two - Nature of Business and Powers**

The general nature of the business to be transacted by this corporation is Professional Association to engage in any and all business permitted under the laws of the State of Florida.

**Article Three - Term of Existence**

The corporation shall have perpetual existence commencing upon the filing of these articles.

**Article Four - Capital Stock**

This corporation is authorized to issue a maximum of One Thousand (1000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

**Article Five - Preferences, Limitations  
and Relative Rights of Shares of  
Capital Stock**

**Section 1. Dividends:**

The holders of record of "Common Shares", if any, shall be entitled to cash dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors.

**Section 2. Rights upon Liquidation or Dissolution:**

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after the payment of any and all debts and obligations, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the "Common Shares".

**Section 3. Voting Rights:**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding "Common Shares".

**Article Six - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others.

**Article Seven - Initial Registered Agent and Registered Office**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Gail Johnson  
4699 N. Federal Hwy.  
Suite 109  
Pompano, FL 33064  
Registered Agent

**Article Eight - Principal Place of Business**

The initial principal place of business for UNITED DIGITAL BUSINESS & COMMUNICATION, INC., shall be 4699 N. Federal Hwy., Suite 109, Pompano, State of Florida 33064.

**Article Nine -Initial Board of Directors**

This corporation shall have one (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but never be less than One (1).

**Article Ten - Initial Directors/Officers**

The name of the Initial Directors of this corporation and the street address is:

Gail Johnson  
4699 N. Federal Hwy.  
Suite 109  
Pompano, FL 33064  
President/Secretary

The person(s) named as initial Directors/ Officer (s) shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified whichever occurs first.

**Article Eleven - Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority (51%)

of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**Article Twelve - Action without a meeting**

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder's meeting.

**Article Thirteen - Incorporation by Reference**


Any all conditions, terms, limitations, promises and covenants that appear in a pre-incorporation agreement for UNITED DIGITAL BUSINESS & COMMUNICATIONS, INC., shall be adopted by, and binding the corporation upon the filing of Articles of Incorporation with the Secretary of State.

**Article Fourteen - Incorporator**

The name and address of the person signing these Articles of Incorporation is:  
Gail Johnson, 4699 N. Federal Hwy., Suite 109, Broward County, Pompano, State of Florida  
33064, INCORPORATOR.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing

Article of Incorporation on this 21 day of July, 1997.



Incorporator

**Article Fifteen - Special Provisions**

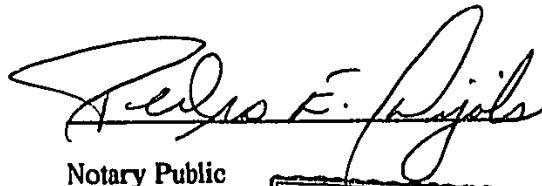
It is the intent of the Incorporator that the corporation will qualify under 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

STATE OF FLORIDA       )

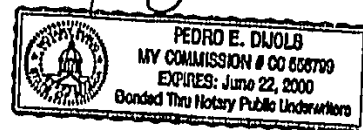
)ss:

COUNTY OF BROWARD )

BEFORE ME, a Notary Public, personally appeared Gail Johnson to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledge before that he subscribed to these Articles of Incorporation on this 21 day of July, 1997.



Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMES AGENTS UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statute, the following is submitted, in compliance with said Act:

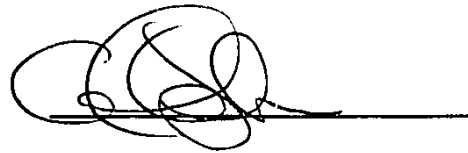
First, that **UNITED DIGITAL BUSINESS & COMMUNICATIONS INC.**, *desiring to* organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Broward, City of Pompano, State of Florida has named Gail Johnson, 4699 N. Federal Hwy., Suite 109, Pompano, FL 33064, as registered agent to accept service of process within the State.

A handwritten signature in black ink, appearing to be 'Gail Johnson', written over a horizontal line.

**Gail Johnson**

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end, positioned above a solid horizontal line.

Registered Agent

FILED  
97 JUL 28 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA