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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

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NAME: U.S.A. DOMINICAN TOBACCO CORP.
AUDIT NUMBER.....H97000012523
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 4
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 1, 1997

ANA D. ARES
4080 SW 84TH AVE.
MIAMI, FL 33155

SUBJECT: U.S.A. DOMINICAN TOBACCO CORP.
REF: W97000017721

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.

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

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

John Nedeau
Document Specialist

FAX Aud. #: H97000012523
Letter Number: 797A00039198

ARTICLES OF INCORPORATION

OF

U.S.A. DOMINICAN TOBACCO CORP.

THE UNDERSIGNED, has executed the following document as incorporator of the above name corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the law of the State of Florida.

ARTICLE I

The name of this corporation shall be:

U.S.A. DOMINICAN TOBACCO CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposed proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz: The main activity will be a tobacco business.

Prepared by: Ana D. Ares
4080 SW 84th Ave.
Miami, FL 33155
(305) 448-2072

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TALLAHASSEE, FLORIDA

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate
name; U.S.A. DOMINICAN TOBACCO CORP.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 30 shares, having an individual par value of \$10.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only ONE (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Martha Fuentes
U.S.A. DOMINICAN TOBACCO CORP.
1232 SW 17 TERRACE
MIAMI, FL 33145

The principal office shall be:

1232 SW 17 TERRACE
MIAMI, FL 33145

ARTICLE VI

The initial Board of Directors shall consist of a total of three (04) persons, and the name and address of the person who is to serve as an initial director is:

MARTHA FUENTES 1232 SW 17 TERRACE MIAMI, FL 33145	PRESIDENT	50%
MARTHA ALVAREZ 601 SW 27TH RD MIAMI, FL 33129	SECRETARY	20%
MILTON FUENTES 654 SW 29TH RD MIAMI, FL 33129	TREASURER	20%
MANOLO REYES 5301 SW 7TH ST MIAMI, FL 33134	V-PRESIDENT	10%

The name and address of the incorporator executing these Articles of Incorporation is:

MARTHA FUENTES
1232 SW 17TH TERR.
MIAMI, FL 33145

IN WITNESS WHEREOF, the undersigned incorporator has (va) executed these Articles of Incorporation this 31 day of JUL, 1997.


MARTHA FUENTES

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FBI
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501 or 617.0501, 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:

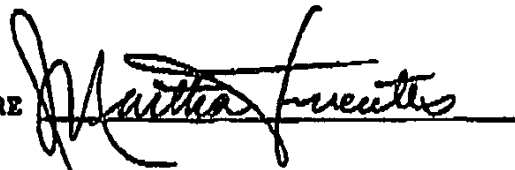
U.S.A. DOMINICAN TOBACCO CORP.

2. The name and address of the registered agent and office is

Martha Fuentes
U.S.A. DOMINICAN TOBACCO CORP.
1232 SW 17 TERRACE
MIAMI, FL 33145

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



JUL. 31, 1997