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GREENBERG TRAURIG

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GREENBERG TRAURIG (WEST PALM BEACH)

ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE

PHONE: (561) 650-7900

FAX #: (561) 655-6222

NAME: CIGARETTES & MORE, INC.

AUDIT NUMBER.....H97000012637

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
CIGARETTES & MORE, INC.**

ARTICLE I - NAME

The name of this corporation is Cigarettes & More, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

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

1109 Okeechobee Road, Suite 20
West Palm Beach, Florida 33401

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 as of the date on which these Articles of Incorporation are filed with Florida's Department of State, Division of Corporations.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 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The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

H97000012637
Phillip T. Ridolfo, Jr.
777 S. Flagler Dr., Suite 310E
West Palm Beach, FL 33401
(561) 650-7993
FL Bar # 0963275

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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:

Phillip T. Ridolfo, Jr., Esquire
777 South Flagler Drive, Suite 310 East
West Palm Beach, Florida 33401

ARTICLE IX - INCORPORATOR

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

Phillip T. Ridolfo, Jr., Esquire
777 South Flagler Drive, Suite 310 East
West Palm Beach, Florida 33401

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 in accordance with the bylaws of the Corporation but shall never be less than one (1). The names and addresses of the initial directors of the Corporation are:


<u>NAME</u>	<u>ADDRESS</u>
Ileana Diaz de la Rocha	1109 Okeechobee Road, Suite 20 West Palm Beach, Florida 33401

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.

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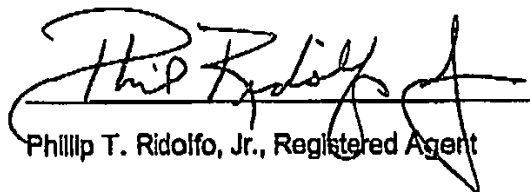
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of August, 1997.


Phillip T. Ridolfo, Jr., Sole Incorporator

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 1st day of August, 1997.


Phillip T. Ridolfo, Jr., Registered Agent

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CLARK COUNTY, FLORIDA

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