

P97000069397



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 492371 132549A

AUTHORIZATION :

Patricia Puyet

COST LIMIT : \$ 70.00

ORDER DATE : August 11, 1997

ORDER TIME : 11:33 AM

ORDER NO. : 492371-005

CUSTOMER NO: 132549A

000002209628--8

CUSTOMER: Sara Nemser, Esq
NEMSER & WOLIS, P.A.

Suite 204a
18999 Biscayne Blvd.
North Miami Bch, FL 33180

DOMESTIC FILING

NAME: HAVANA PREMIERE CIGARS
INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 AUG 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 8/11/97

RECEIVED
97 AUG 11 PM 1:24
DEPT. OF STATE
DIVISION OF
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HAVANA PREMIERE CIGARS INTERNATIONAL, INC.**

FILED

97 AUG 11 PM 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Havana Premiere Cigars International Inc.

The address of the principal office of this corporation shall be 430 N.E. 210th Circle Terrace #102, Miami, Florida 33179.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in any and all activities and businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Nemser & Wolis, P.A., 18999 Biscayne Boulevard, Aventura, Florida 33180 and the name of the initial registered agent of the corporation at that address shall be Nemser & Wolis, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Nemser & Wolis, P.A.
18999 Biscayne Boulevard Suite 204
Aventura, Florida 33180

IN WITNESS WHEREOF, the undersigned agent of Nemser & Wolis, P.A. has hereunto set their hand and seal of Nemser & Wolis, P.A. on August 8, 1997.

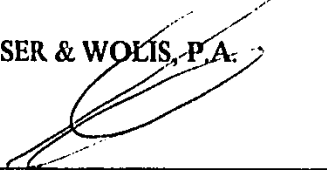
NEMSER & WOLIS, P.A.

By: 
Saralyn Nemser, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Nemser & Wolis, P.A., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

NEMSER & WOLIS, P.A.

By: 
Saralyn Nemser, President