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ARTICLES OF INCORPORATION
OF
ATLANTIC CIGAR COMPANY, INC.

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

ATLANTIC CIGAR COMPANY, INC.

ARTICLE II

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is 1,000 shares of common stock, having a nominal or par value of One Dollar (\$1.00) per

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share. The amount to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

2008 Alton Road
Miami Beach, Florida 33139

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Sandra Mandoza and the registered office shall be located at 2008

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Alton Road, Miami Beach, Florida 33139, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII

DIRECTORS

This corporation shall have not less than one director as set forth in the By-Laws. The names and street addresses of the first member of the Board of Directors of this corporation, who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified, are:

Sandra Mandoza
2008 Alton Road
Miami Beach, Florida 33139

ARTICLE IX

SUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is:

Sandra Mandoza
2008 Alton Road
Miami Beach, Florida 33139

ARTICLE X

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under

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what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders: and no shareholder shall have the right of inspection of any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided in the By-Laws. Every Amendment shall be

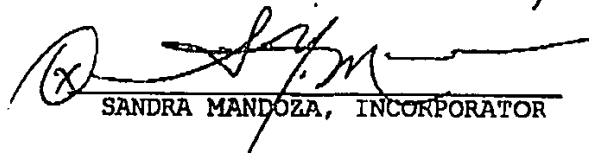
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approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 3/ST day of May, 1997.


SANDRA MANDOZA, INCORPORATOR

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, THE UNDERSIGNED AUTHORITY, THIS DAY PERSONALLY APPEARED SANDRA MANDOZA TO ME KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLE OF INCORPORATION AND THAT SHE ACKNOWLEDGED BEFORE THAT SHE SIGNED AND EXECUTED SAME FOR THE PURPOSES THEREIN SET FORTH.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



MARILYN GOMEZ
My Commission CO415502
Expires Oct. 23, 1998
Bonded by H&H
800-422-1030

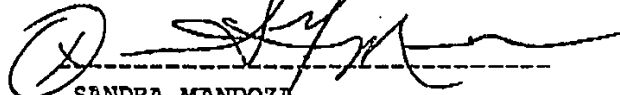
ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept

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service or process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of the law pertaining thereto.


SANDRA MANDOZA

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