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Member of the bars of:
Florida and
Puerto Rico

August 13, 1997

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 AUG 18 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CARIBBEAN HERITAGE CIGARS CORP.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

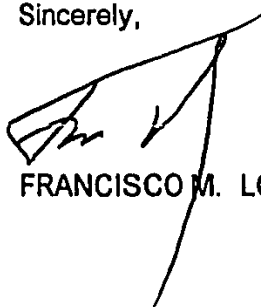
Please provide a certified copy of these articles.

A check for \$122.50 is enclosed. This represents payment for:

Articles of Incorporation	\$35.00
Designation and Acceptance of	
Registered Agent	\$35.00
Certified Copy of Articles	\$52.50

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***122.50 ***122.50

Sincerely,



FRANCISCO M. LOPEZ-ROMO

Enc: Articles (original and 1 copy)
Check \$122.50

FLR:asl

mc 8/19/97

ARTICLES OF INCORPORATION

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OF

CARIBBEAN HERITAGE CIGARS CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is CARIBBEAN HERITAGE CIGARS CORPORATION

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 7550 SW 57th Avenue, Suite 208, Miami, FL 33143.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 with a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

Gabriel Aboy
7550 SW 57th Avenue, Suite 208
Miami, FL 33143

ARTICLE V. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) of these articles of incorporation are Gabriel Aboy, 9871 S.W. 60 Avenue, Miami, FL 33156, and Ana Aboy, 9871 S.W. 60 Avenue, Miami, FL 33156.

ARTICLE VI. OPTIONAL PROVISIONS.

Without first obtaining the written consent of all other shareholders, no shareholder of the corporation may sell, assign, transfer, pledge, encumber or otherwise dispose of, whether by operation of law or otherwise, any shares of the capital stock of the corporation, except as expressly permitted by and in accordance with the following provisions of this Agreement.

A shareholder may transfer all (but not part of) his shares only if no less than ninety days prior to the date of the proposed transfer such shareholder provides the other shareholders with written notice of the proposed transfer and a copy of a bona


CARIBBEAN HERITAGE CIGARS CORPORATION

vide offer or agreement pursuant to which such shareholder proposes to effect the transfer of his shares. Within sixty days after receipt of such notice and offer or agreement, the other shareholders shall by written notice advise the shareholder proposing the transfer whether or not they each elect to purchase, pro rata to their stock interest in the corporation, the offered shares at the same price and under the same terms and conditions set forth in the offer or agreement transmitted by the shareholder proposing the transfer. If one or more shareholders shall indicate his or their intention to purchase the shares proposed to be transferred, the accepting shareholder or shareholders shall have the right to purchase from the offering shareholder, in equal parts pro rata, the offered shares of stock at the price and upon the terms previously notified as aforesaid.

The corporation shall transfer the shares of a shareholder only in accordance with the terms of this Agreement. Any person becoming a holder of shares by means of a transfer made other than in accordance with the provisions of this Agreement shall not be entitled to vote such shares nor enjoy any of the rights or privileges of a shareholder of the corporation, nor enforce any of the provisions hereof.

The undersigned (have) executed these articles of incorporation on August __, 1997.


GABRIEL ABOY
President/Treasurer



ANA ABOY
Vice President/Secretary

Designation and Acceptance of Registered Agent for a Florida Corporation

Pursuant to the provisions of F.S. 607.0501, 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 CARIBBEAN HERITAGE CIGARS CORP.
2. The name of the registered agent is GABRIEL ABOY.
3. The address of the registered agent/registered office is 7550 SW 57TH Avenue, Suite 208, Miami, FL 33143.

Acceptance



Having been named as registered agent and designated to accept service of process for the above corporation, 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.


GABRIEL ABOY

August 13, 1997

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