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O: DIVISION OF CORPORATIONS

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CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: BOLIVAR CIGAR CO., INC.
AUDIT NUMBER.....H97000013794
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1997

EMPIRE

SUBJECT: BOLIVAR CIGAR CO., INC.
REF: W97000019417

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.

The corporate name must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000013794
Letter Number: 197A00042374

EFFECTIVE DATE
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ARTICLES OF INCORPORATION

OF
BOLIVAR CIGAR CO., INC.

ARTICLE I - NAME

The name of the Corporation is BOLIVAR CIGAR CO., INC.

ARTICLE II - DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

Murray E. Shepard, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Ft. Lauderdale, FL 33301
(954) 467-8660
FBN: 359750

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ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder, upon the sale of the cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Shepard, Leskar & Levine, P.A., 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of One (Directors). The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

MICHAEL LARA
1511 E. Commercial Blvd. #73
Ft. Lauderdale, FL 33334

DAVID J. MARKS
1511 E. Commercial Blvd. #73
Ft. Lauderdale, FL 33334

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ARTICLE VIII - CORPORATE ADDRESS

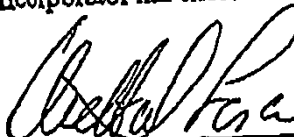
The initial address of the corporation shall be 1511 E. Commercial Blvd. #73, Ft. Lauderdale, FL 33334.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

MICHAEL LARA
1511 E. Commercial Blvd. #73
Ft. Lauderdale, Florida 33334

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of August, 1997.


MICHAEL LARA, Incorporator

STATE OF FLORIDA)

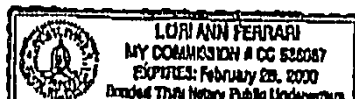
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared Michael Lara, known to me to be the person who executed the foregoing Articles of Incorporation, and who produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 20 day of August, 1997.


Notary Public State of Florida

My Commission Expires:



P. 05/06

EMPIRE CORPORATE KIT

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BOLIVAR CIGAR CO., INC., as designated in the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated: 8-25-97

Murray E. Shepard, Esq.

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced personally known as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State of County aforesaid, this 25 day of August, 1997.

[Signature]
Notary Public State of Florida

My Commission Expires



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