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August 19, 1997

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State of Florida, Department of Corporations
NEW FILING SECTION
P.O. Box 6327
Tallahassee, FL 32314

Re: The L3 Cigar, Inc.

To Whom it May Concern:

Please find enclosed an original and one copy of the Articles of Incorporation for The L3 Cigar, Inc., along with a check in the amount of \$122.50.

It would be appreciated if you would file the articles of incorporation and return the certified copy to my office at your earliest convenience.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Eduardo R. Latour

Eduardo R. Latour

ERL/j
Enc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 AM 9:18

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8/27

ARTICLES OF INCORPORATION
OF
THE L3 CIGAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 AM 9:18

We, the undersigned subscribers to the Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be THE L3 CIGAR, INC. Its principal place of business shall be 3460 Countryside Blvd., Unit 39, Clearwater, Pinellas County, Florida.

ARTICLE II

This corporation is organized for the purpose of transacting any and all lawful business as authorized under the laws of the State of Florida or any other state, country or territory under which it may qualify to do business; and more particularly, it shall have all the powers set forth in Florida Statutes Chapter 607 and particularly 607.011, and any and all other powers incidental to the conducting of any and all lawful business.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 at \$1.00 par value common stock.

ARTICLE IV

The consideration for the issuance of said shares or any part thereof shall be money current of the United States of America, or property or services of value at least equivalent to the stock

issued as fixed and determined by the Board of Directors of said corporation of payment to be made in property, or in services, the fair and just value of the property to be transferred, or the services performed, or rendered, as a consideration for the issuance of stock shall be affixed by the Board of Directors of said corporation. Any and all shares of stock of this corporation shall be issued for the consideration, or for not less than the consideration fixed and determined as aforesaid, whether such consideration shall be cash, property or services shall be fully paid and non-assessable.

ARTICLE V

The principal office of this corporation shall be located at 3460 Countryside Blvd., Unit 39, Clearwater, Pinellas County, Florida.

ARTICLE VI

This corporation is to exist perpetually, commencing with the date of subscription and acknowledgment of these Articles of Incorporation so long as these Articles of Incorporation are filed with the Department of State, State of Florida, within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise the date of the corporation's existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and

all filing fees and taxes have been paid.

ARTICLE VII

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

ARTICLE VIII

The names and post office addresses of the first Board of Directors for the corporation, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, the laws of the State of Florida, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Matthew B. Taylor	3460 Countryside Blvd., Unit 39 Clearwater, Florida 33614
George C. Chambers	3460 Countryside Blvd., Unit 39 Clearwater, Florida 33614

ARTICLE IX

Meetings of the Board of Directors and meetings of the stockholders of the corporation may be held in or without the State of Florida.

ARTICLE X

The corporation shall have its initial registered agent, Matthew B. Taylor, 3460 Countryside Blvd., Unit 39, Clearwater, Florida and has acknowledged said position by Affidavit.

ARTICLE XI

All corporate powers shall be exercised by or under the

authority of and the business affairs of this corporation and shall be managed under the direction of the Board of Directors of the corporation.

ARTICLE XII

The subscribers of the Articles of Incorporation and post office addresses are as follows:

<u>Name</u>	<u>Address</u>
Matthew B. Taylor	3460 Countryside Blvd., Unit 39 Clearwater, Florida 33614
George C. Chambers	3460 Countryside Blvd., Unit 39 Clearwater, Florida 33614

ARTICLE XIII

The original By-Laws of this corporation shall be made, prepared and adopted by the Board of Directors of the corporation by a majority vote thereof, thereafter said By-Laws may be amended by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board, or at any special meeting called for such purpose as the majority of the Directors present.

ARTICLE XIV

The Articles of Incorporation may be amended in any manner as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement attesting their intention that a certain amendment of these Articles of Incorporation be

made.

IN WITNESS WHEREOF, We, the undersigned have hereunto subscribed my hand and affixed my seal to these Articles of Incorporation on this 18th day of August, 1997.

Julie P. Hurley
Witness

Matthew B. Taylor
Matthew B. Taylor

George C. Chambers
Witness

George C. Chambers
George C. Chambers

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18th day of August, 1997, by Matthew B. Taylor and George C. Chambers who are personally known to me or who produced FL Driver's License as identification and who did (did not) take an oath.

Julie P. Hurley
Notary Public - Signature

Printed: JULIA P. HURLEY
Serial Numbers: NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires: MARCH 15, 1999
My Commission Expires: COMMISSION NUMBER: CC445589

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 AM 9:18

In pursuance with Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- that THE L3 CIGAR, INC., desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of
Clearwater, Pinellas County, Florida, has named Matthew B. Taylor,
3460 Countryside Blvd., Unit 39, Clearwater, Pinellas County,
Florida, as its agent to accept service of process within this
State.

Having been named to accept service of process of the above-
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

Matthew B. Taylor
Resident Agent
T460-542-66-1310

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 18th
day of August, 1997, by Matthew B. Taylor, who is
personally known to me or who produced FL Drivers License
as identification and who did (did not) take an
oath.

Julie P. Hurley
Notary Public - Signature
Printed: JULIA P. HURLEY
NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES: MARCH 15, 1999
Serial Numbers: COMMISSION NUMBER: CC445509
My Commission Expires: