P97000074849 FILED 97 AUG 28 PM 12: 09 Address SECRETARY OF STATE TALLAHASSEE, FLORIDA City/State/Zip Phone #

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CORPORATION N	 NAME(S) & DOCUMENT NUM	BER(S), (if known):	
PETE'S	Cibars, INC.		
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EW FILINGS	AMENDMENTS		
Profit	Amendment	, ç	
NonProfit	Resignation of R.A., Officer/Direct		-1
Limited Liability	Change of Registered Agent	C	1
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OTHER FILINGS Annual Report	REGISTRATION/)
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 31, 1997

JAMES F. THIELEN 215 S MONROE ST, SUITE 100 TALLAHASSEE, FL 32301

SUBJECT: RE PETE'S, INC. Ref. Number: W97000017654

We have received your document for RE PETE'S, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

The effective date is not acceptable since it is not within five working days of the date of receipt.

If you have any further questions concerning your document, please call (850) 487-6915.

Letter Number: 197A00039085

Pamela Hall Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

RIGGS • STOREY FULMER & INGRAM

CERTIFIED PUBLIC ACCOUNTANTS

STEPHEN C. RIGGS, C.P.A.
PAUL W. STOREY, C.P.A.
TIMOTHY D. FULMER, C.P.A.
PHYLLIS S. INGRAM, C.P.A.
D. TIMOTHY HERNDON, C.P.A.
LILLIAN G. MARTIN, C.P.A.
CAROL H. RADFORD, C.P.A.
DAVIDN. NERLAND, C.P.A.
BRUCE A. NUNNALLY, C.P.A.
JAMES F. THIELEN, C.P.A.
WILLIS A. TEEL, JR., C.P.A.
TRACY T. CONERLY, C.P.A.

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August 26, 1997

Ms. Pamela Hall
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

RE: Pete's Cigars, Inc. formally RePete's, Inc.

Ms. Hall:

We are resubmitting the Articles of Incorporation with the necessary changes. We have changed the name of the corporation from RePete's, Inc. to Pete's Cigars, Inc. Also, we are not making any reference to the date of commencement.

Please process the Articles of Incorporation as soon as possible. You already have our check in the amount of \$122.50 for the filing fee.

If you should have any questions or need additional information, please do not hesitate to contact me at (850) 425-1000.

Sincerely,

James F. Thielen, CPA

Partner

JFT/lkr

Enclosures:

FILED

ARTICIES OF INCORPORACION 97 AUG 28 PM 12: 09

PETE'S CIGARS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I NAME OF CORPORATION

PETE'S CIGARS, INC.

The name of this Corporation shall be: REXXERTEXXXXXXINGX

ARTICLE II DURATION OF CORPORATION

The duration of this Corporation shall be perpetual.

ARTICLE III DATE OF COMMENCEMENT

The date of commencement of this Corporation shall be JULYXXX,

ARTICLE IV THE PURPOSE OF THIS CORPORATION

This Corporation is organized for the purpose of conducting any and all business for which corporations may be incorporated.

ARTICLE V THE PRINCIPAL PLACE OF DOING BUSINESS

The principal place of doing business for this Corporation is:

215 South Monroe Street, Suite 100 Tallahassee, Florida 32301

ARTICLE VI CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of Common Stock at One Dollar (\$1.00) par value, which shall

be designated as "Common shares."

ARTICLE VII PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this Corporation is:

JAMES F. THIELEN 215 South Monroe Street, Suite 100 Tallahassee, Florida 32301

ARTICLE IX INCORPORATOR, OFFICERS AND DIRECTORS

The name and address of the Incorporator signing these articles is:

Peter S. Thielen 51 Timberline Drive Hampton, Virginia 23666-1965

and the Directors and Officers of this Corporation are:

Peter S. Thielen
51 Timberline Drive
Hampton, Virginia 32666-1065

Robin V. Thielen
51 Timberline Drive
Hampton, Virginia 32666-1065

Secretary

President

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in Section 607.0831, Florida Statutes (1990).

ARTICLE XI AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: _______, 1997

By: Thielen, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENTLED

UPON WHOM PROCESS MAY BE SERVED

97 AUG 28 PH 12: 09

In compliance with Section 48.091, Florida, SECRETARY OF STATE AND THE SECRETARY OF STATE OF STATE AND THE SECRETARY OF STATE OF

PETE'S CIGARS, INC.

First, that REXXERTEXXXXXXXX. desiring to organize or qualify under the laws of the State of Florida, has named JAMES F THIELEN, 215 South Monroe Street, Suite 100, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

Dated: July 1 55 , 1997

Peter S. Thielen Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated Corporation, at the placed designated in this certificate, I hereby 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 obligation of my position as Registered Agent.

Dated: July 29 , 1997.

By: James F. Thielen, Registered Agent